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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in Bank of Jinzhou Co., Ltd.\*, you should at once hand this supplemental circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

**(Stock Code: 0416)**

**(Stock Code of Preference Shares: 4615)**

**SUPPLEMENTAL CIRCULAR IN RELATION TO**  
**(1) PROPOSED AMENDMENTS TO THE**  
**ARTICLES OF ASSOCIATION;**  
**(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES**  
**FOR SHAREHOLDERS' GENERAL MEETINGS;**  
**(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES**  
**FOR BOARD MEETINGS;**  
**(4) PROPOSED AMENDMENTS TO THE RULES OF**  
**PROCEDURES FOR THE BOARD OF SUPERVISORS MEETINGS;**  
**AND**  
**SUPPLEMENTAL NOTICE OF 2021 FIRST EXTRAORDINARY**  
**GENERAL MEETING**

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This supplemental circular should be read together with the Original Notice convening the EGM to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on Friday, 24 September 2021. Supplemental notice of the EGM is set out on pages EGM-1 to EGM-3 of this supplemental circular. Revised form of proxy (the "Revised Proxy Form") for use at the EGM is also enclosed with this supplemental circular. If you intend to attend the EGM by proxy, you are required to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Bank's registered office in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (in respect of Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the EGM (i.e. by Thursday, 23 September 2021 at 9:30 a.m.) (the "Closing Time") or any adjournment thereof. Completion and return of the Revised Proxy Form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting(s) should you so wish.

**Important notice: To safeguard the health and safety of Shareholders and attendees, various measures may be implemented by the Bank at the EGM in view of the latest developments (including relevant regulatory restrictions as imposed by the PRC). Possible precautionary measures include but are not limited to body temperature check for each attendee, management of the number of people entering the venue, and no refreshment for attendees. The Bank suggests that Shareholders appoint the chairman of the EGM as his/her/its proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.**

\* 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.

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## DEFINITIONS

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*In this supplemental circular, the following expressions have the meanings set out below unless the context requires otherwise.*

“Articles of Association”	the articles of association of the Bank, as amended from time to time
“Bank”	Bank of Jinzhou Co., Ltd.* (錦州銀行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange and offshore preference shares are listed on the Stock Exchange
“Board”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) in the capital of the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“EGM”	the 2021 first extraordinary general meeting of the Bank to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 9:30 a.m. on Friday, 24 September 2021 or any adjournment thereof
“H Share(s)”	the ordinary share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, which is/are subscribed for and traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“Ordinary Share(s)” or “Share(s)”	the Domestic Share(s) and/or the H Share(s), excluding the offshore preference shares of the Bank
“Ordinary Shareholder(s)” or “Shareholder(s)”	the holder(s) of Ordinary Share(s)
“Original Circular”	the circular of the Bank dated 9 August 2021 in relation to the EGM
“Original Notice”	the notice of the Bank dated 9 August 2021 in relation to the EGM
“Original Proxy Form”	the form of proxy of the Bank sent together with the Original Circular
“PRC”	People’s Republic of China, for the purpose of this supplemental circular only, means the domestic People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and China Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Bank

\* *The Bank 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.*

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LETTER FROM THE BOARD

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锦州银行股份有限公司  
**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)**

*Executive Directors:*

WEI Xuekun  
GUO Wenfeng  
KANG Jun  
YANG Weihua  
YU Jun

*Registered office:*

No. 68 Keji Road  
Jinzhou City  
Liaoning Province  
The PRC

*Non-executive Directors:*

ZHAO Chuanxin  
NING Jie  
GU Jihong  
LYU Fei  
LUO Nan

*Principal place of business in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai  
Hong Kong

*Independent non-executive Directors:*

WU Jun  
XIE Taifeng  
XIAO Geng  
WANG Xiongyuan  
SU Mingzheng

8 September 2021

*To the Shareholders,*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR IN RELATION TO  
(1) PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION;  
(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES  
FOR SHAREHOLDERS' GENERAL MEETINGS;  
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES  
FOR BOARD MEETINGS;  
(4) PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURES FOR THE BOARD OF SUPERVISORS MEETINGS;  
AND  
SUPPLEMENTAL NOTICE OF 2021 FIRST EXTRAORDINARY  
GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Bank dated 9 August 2021 in relation to, among other things, proposed amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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In accordance with the Company Law of the PRC, the Listing Rules, the Articles of Association and other relevant laws, regulations and regulatory documents, and in view of the actual needs of the Bank, a Shareholder who holds more than 3% of the total equity interests in the Bank has proposed certain amendments to the Articles of Association, the Rules of Procedures for Shareholders' General Meetings, the Rules of Procedures for Board Meetings and the Procedures for the Board of Supervisors Meetings. Pursuant to Article 90 of the Articles of Association, shareholders that solely or collectively hold three percent or more of the voting shares of the Bank may put forward a proposal and submit it to the convener in written form within ten days before the meeting is held. According to the relevant requirements, the Board included the above proposals in the agenda of the EGM.

This supplemental circular should be read together with the Original Circular which contains, inter alia, the Original Notice. The purpose of this supplemental circular is to provide you with relevant information to enable you to make informed decision on whether to vote for or against the additional resolutions to be proposed at the EGM.

### **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 the Bank, the current Articles of Association is proposed to be amended, details of which are set out in Appendix I to this supplemental circular.

The proposed amendments to the Articles of Association will be subject to the approval of the Shareholders at the EGM by way of special resolution, which will be effective upon approvals by the Shareholders and the relevant regulatory authorities.

The Articles amendments will not affect the Bank's obligation to comply with the Listing Rules. When repurchasing H Shares, the Bank will continue to comply with the applicable Listing Rules, including among others, the requirements of Rule 10.06 as amended by Rules 19A.24 and 19A.25 (i.e. the shareholder approval and explanatory statement requirements (Rule 10.06(1)(a)) and the requirement to cancel the repurchased shares (Rule 10.06(5)).

### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

In accordance with 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 Listing Rules, the proposed amendments to the Articles of Association and other relevant laws, regulations and regulatory documents, and in view of the actual needs of the Bank, the current Rules of Procedures for Shareholders' General Meetings is proposed to be amended, details of which are set out in Appendix II to this supplemental circular.

The proposed amendments to the Rules of Procedures for Shareholders' General Meetings of the Bank will be subject to the approval of the Shareholders at the EGM by way of ordinary resolution and will be effective upon approvals by the Shareholders.

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## LETTER FROM THE BOARD

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### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS**

In accordance with 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 Listing Rules, the proposed amendments to the Articles of Association and other relevant laws, regulations and regulatory documents, and in view of the actual needs of the Bank, the current Rules of Procedures for Board Meetings is proposed to be amended, details of which are set out in appendix III to this supplemental circular.

The proposed amendments to the Rules of Procedures for Board Meetings of the Bank will be subject to the approval of the Shareholders at the EGM by way of ordinary resolution and will be effective upon approvals by the Shareholders.

### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS MEETINGS**

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), and other relevant laws, rules and regulations and the actual situation of the Bank, the current Rules of Procedures for the Board of Supervisors Meetings is proposed to be amended, details of which are set out in Appendix IV to this supplemental circular.

The proposed amendments to the Rules of Procedures for the Board of Supervisors Meetings will be subject to the approval of the Shareholders at the EGM by way of ordinary resolution, which will be effective upon approval by the Shareholders.

### **SUPPLEMENTAL NOTICE OF THE EGM**

The EGM will be held at the meeting room of the Bank's registered office in the PRC at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 9:30 a.m. on Friday, 24 September 2021.

Since the Original Notice does not contain the abovementioned additional resolutions to be approved at the EGM, the supplemental notice of the EGM is set out on pages EGM-1 to EGM-3 of this supplemental circular.

### **REPLY SLIPS AND REVISED PROXY FORMS**

If you are eligible and intend to attend the EGM, please complete and return the reply slip(s) in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting or any adjournment thereof.

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## LETTER FROM THE BOARD

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Shareholders who intend to attend the EGM by proxy are required to complete and return the Revised Proxy Form, in accordance with the instructions printed thereon as soon as possible and in any event not later than the Closing Time. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at such meeting or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the Original Proxy Form(s) with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares) is requested to lodge the Revised Proxy Form(s) if he/she wishes to appoint proxy to attend, speak and vote at the EGM on his/her behalf. In this case, the Original Proxy Form(s) should not be lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares).

A Shareholder who has already lodged the Original Proxy Form(s) should note that:

- (1) If no Revised Proxy Form(s) is lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares), the Original Proxy Form(s), if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form(s);
- (2) If the Revised Proxy Form(s) is lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares) before the Closing Time, the Revised Proxy Form(s), if correctly completed, will revoke and supersede the Original Proxy Form(s) previously lodged by him/her. The Revised Proxy Form(s) will be treated as a valid proxy form lodged by the Shareholder; and
- (3) If the Revised Proxy Form(s) is lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares) after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form(s) will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form(s), if correctly completed, will be entitled to vote in the manner as mentioned in (1) above as if no Revised Proxy Form(s) was lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares). Accordingly, Shareholders are advised to complete the Revised Proxy Form(s) carefully and lodge the Revised Proxy Form(s) with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares) before the Closing Time.

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## LETTER FROM THE BOARD

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### VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions to be proposed at the EGM must be taken by poll. The chairman of the EGM will therefore demand a poll for every such resolution put to the vote at the EGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

Please be advised that pursuant to Article 73 of the Articles of Association, when the number of Shares pledged by a Shareholder reaches or exceeds 50% of his/her/its holding of Shares in the Bank, the voting rights of such Shareholder at general meetings and the voting rights of Director(s) nominated by such Shareholder at Board meetings shall be restricted. In addition, pursuant to Article 64 of the Articles of Association, when the credit extension of a Shareholder is overdue, his/her voting right in the general meeting and voting right of the Board member nominated by him/her in the Board of Directors shall be limited.

### CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Bank has been closed from Wednesday, 25 August 2021 to Friday, 24 September 2021 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the EGM is Wednesday, 25 August 2021. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar of the Bank, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Bank's registered office in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Tuesday, 24 August 2021.

### RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the EGM for Shareholders' consideration and approval are in the best interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the Original Notice and the supplemental notice of the EGM which are to be proposed at the EGM.

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

## APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

*The English version of this appendix is an unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.*

The proposed amendments to the Articles of Association are compared against the existing Articles of Association for ease of reference. After addition of the new articles, the articles will be re-numbered accordingly. The following amendments will become effective upon approvals by the Shareholders and relevant regulatory authorities.

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 <b>maintaining</b> the legitimate rights and interests of <b>the Bank</b>, 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”), <b>the Corporate Governance Guidelines for Banking and Insurance Institutions</b>, 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
2.	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.	Article 7 Pursuant to the <b>relevant</b> requirements of the Constitution of the Communist Party of China and the <b>Company Law</b> , the Bank established an organization for the Communist Party. The Party Committee <del>acts as the leadership core and the political core</del> ; <b>plays a leading role in</b> 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.
3.	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.	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 <b>the People’s Republic of China (hereafter referred to as “China”)</b> or other relevant countries.
4.	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. .....	Article 17 The purpose of <b>the Bank</b> is: to <del>operate</del> <b>be</b> in accordance with laws <b>and regulations, achieve the prudent operation</b> 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 <b>real economies, local economies, private enterprises, small and micro enterprises, urban and rural residents and</b> the society; <b>to promote the growth of inclusive finance</b> ; and to create the maximum value for shareholders and other relevant parties on the premise of achieving <del>the prudential operation and</del> sustainable development of the Bank and therefore promote and provide support for the economic and social development. .....

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <b>of China (hereafter referred to as “Hong Kong”)</b>, Macau Special Administrative Region <b>of China</b> or <b>the</b> Taiwan <b>region of China</b> that subscribe for shares issued by the Bank; and the term “domestic investors” shall refer to investors within <del>the People’s Republic of China</del>, 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 <b>overseas</b> investors from domestic shareholders <b>of the Bank</b> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
7.	<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) <del>granting shares to the Bank's employees as a reward</del> <b>using such shares in connection with employee shareholding plans or share incentives;</b></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) <del>other circumstances as permitted by laws and administrative regulations.</del> <b>using such shares for conversion of convertible bonds issued by the Bank;</b></p> <p><b>(6) those deemed necessary by the Bank for protecting the Bank's value and interests of the shareholders.</b></p> <p>The Bank shall not engage in the trading of its shares save for the circumstances specified above.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
8.	<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 <del>reason</del><b>circumstances mentioned as set out</b> in previous paragraphs (1) <del>and</del> (2<del>3</del>) shall be resolved by the general meeting of shareholders of the Bank. <b>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.</b></p> <p>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 <del>amount</del><b>aggregate number</b> of <del>repurchased</del>—shares <del>made</del><b>repurchased</b> by the Bank under the above mentioned circumstances in paragraph (3), <b>(5) and (6)</b> shall not exceed <del>5</del><b>10%</b> of the total issued shares of the Bank <b>and shall be transferred or deregistered within three years.</b> <del>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.</del></p> <p><b>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.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
9.	<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 align="center">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 <del>40</del><b>39</b> 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 <b>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereafter referred to as the “Listing Rules”)</b> shall be paid to the Bank;</p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>41</del><b>40</b> Shareholders of <b>the Bank’s</b> 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 <b>the Bank’s</b> 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 <del>47</del><b>46</b> The Bank’s Party Committee <b>plays a leading role in</b> <del>aets as the leadership core and the political core,</del> steering the direction, controlling the overall situation and ensuring the implementation. <b>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.</b> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
13.	<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 <b>4948</b> 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 <del>Party’s</del> <b>Party and the State</b> 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) <del>give advices or recommendations on appointment and removal of major personnel</del> <b>strengthen 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;</b></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, <b>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;</b></p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
14.	<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 <del>55</del><b>54</b> 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 <b>Bank</b>.</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 <del>56</del><b>55</b> <del>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.</del> <b>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.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>62</del><b>61</b> 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><del>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:</del></p> <p><del>(1) the Bank shall not register more than four (4) persons as the joint shareholders for any shares;</del></p> <p><del>(2) the joint shareholders of any shares shall assume the joint and several liabilities for all the amounts payable for the relevant shares;</del></p> <p><del>(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;</del></p> <p><del>(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.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
17.	<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 <del>63</del><b>62</b> 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 <del>Company</del><b>Bank's</b> address in Hong Kong, for the public and shareholders to inspect free of charge.</p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
18.	<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 <del>65</del><b>64</b> Substantial shareholders shall truthfully, accurately and completely disclose the particulars of any <del>connected</del><b>related</b> parties to the Board of Directors, <del>and undertake to promptly report to the Board of Directors if there is any change in the connected relationship.</del> 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 <del>inject additional capital to the Bank for capital restoration when necessary, and make long-term undertakings in writing to</del> <b>inject additional capital to the Bank when necessary for restore</b>replenishing the capital of the Bank.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
19.	<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>Article <del>70</del><b>69</b> 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><b>(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;</b></p> <p><del>(2)</del> to pay share capital according to the number of shares subscribed and the method of subscription;</p> <p><b>(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;</b></p> <p><b>(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;</b></p>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
	<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>(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><del>(36)</del> not to withdraw the shares unless required by the laws and administrative regulations;</p> <p><del>(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 information</del><b>according 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;</b></p> <p><b>(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;</b></p> <p><b>(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;</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Before Amendment	After Amendment
		<p><b>(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;</b></p> <p><b>(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;</b></p> <p><del>(12)</del> 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><b>(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;</b> 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>

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No.	Before Amendment	After Amendment
		<p>(714) to safeguard interests and reputation of the Bank and to provide support for the Bank’s legal operation;</p> <p><b>(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;</b></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><b>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.</b></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 <del>73</del><sup>72</sup> 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. <b>Shareholders, especially substantial shareholders, shall inform the Board of Directors of the Bank in advance before transferring their domestic shares.</b></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 <b>and information on equity transfer.</b></p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
21.	<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>Article <del>77</del><b>76</b> 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><b>(9) adopting resolutions on the listing of the Bank;</b></p> <p><del>(10)</del> adopting resolutions on issuing bonds of the Bank;</p> <p><b>(11) adopting resolutions on the acquisition of the Bank’s shares in accordance with the provisions of laws;</b></p> <p><del>(12)</del> make resolution on merger, division, dissolution and liquidation or form change of the Bank;</p> <p><del>(13)</del> modifying the Articles of Association;</p> <p><b>(14) consider and approve the rules of procedures for shareholders’ meeting, the board of directors and the board of supervisors of the Bank;</b></p> <p><del>(15)</del> adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm <b>which carries out statutory audit on the financial reports of the Bank on a regular basis;</b></p>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
	<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><del>(16)</del> 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><del>(17)</del> 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><del>(18)</del> examining and approving changes in use of the raised capital;</p> <p><del>(19)</del> examining and approving <b>the proposal on</b> equity incentive plans;</p> <p><del>(20)</del> 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><del>(21)</del> 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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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>80</del><b>79</b> 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><b>(5) The convening of the meeting at the requisition of more than half of and no less than two (2) independent directors;</b></p> <p><del>(56)</del> The Board of supervisors proposes to convene;</p> <p><del>(67)</del> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Before Amendment	After Amendment
23.	New	<b>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.</b>
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 <b>safe, economical and convenient</b> 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 <b>The Board of Directors shall have the right to call general meetings.</b> <del>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.</del></p> <p><del>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.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <b>Bank’s</b> 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, <b>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 meeting</b><del>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.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 (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>	<p align="center">Deleted</p>
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 <del>93</del><b>92</b> 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 <b>Bank</b> proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Bank in any other way;</p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>95</del><b>94</b> Unless otherwise required by relevant laws, regulations, listing rules of place(s) where the <b>Bank’s</b> 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 <del>forty-five</del><b>twenty</b> (<del>45</del><b>20</b>) to <del>fifty</del><b>twenty five</b> (<del>50</del><b>25</b>) days <b>before the date of the annual</b> general meeting <b>or fifteen (15) to twenty (20) days</b> before the date of the <b>extraordinary</b> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>103</del><b>102</b> .....</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 <b>Bank's</b> 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 <del>110</del><b>109</b> Resolutions of the shareholders' general meeting include ordinary and special resolutions.</p> <p>Ordinary resolutions of the shareholders' general meeting shall be passed by <del>more than</del> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>111</del><b>110</b> 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 (<b>except for removal of independent directors</b>) 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, <b>provisions of the securities regulatory authorities of the place where the Bank's shares are listed</b> or the Articles of Association.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>112</del><b>111</b> 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><b>(5) Removal of independent directors;</b></p> <p><del>(56)</del> 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 <del>locality</del><b>place</b> where the Bank’s stocks are listed as well as the provisions of the Articles of Association and other internal system;</p> <p><b>(67) Consideration and approval of the proposal on</b> equity incentive plan;</p> <p><del>(78)</del> Other matters <del>prescribed into be passed by special resolutions by</del> the laws, <del>and</del> administrative regulations, departmental regulations, provisions of securities regulatory authority of the <del>locality</del><b>place</b> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
35.	<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 <del>114</del><b>113</b> In case the shareholders’ general meeting examines matters relating to <b>related</b>/connected transactions, the <b>related/connected shareholder (hereafter referred to as the “associated<b>related</b> shareholder”)</b> 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 <del>connected</del><b>related</b> shareholders to give explanations, the <del>connected</del><b>related</b> 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 <del>connected</del><b>related</b> shareholders shall withdraw from voting.</p> <p><del>Connected</del><b>Related</b> shareholder can withdraw by himself/herself, or any other shareholder attending the shareholders’ general meeting can put forward withdrawing requests.</p>
36.	<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 <del>128</del><b>127</b> 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><b>The minutes shall be signed by the person who presides the meeting and the Directors present at the meeting.</b> The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies’ power of attorneys shall be kept <b>as permanent records</b> at the Bank’s domicile.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>132</del><b>131</b> 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 <b>and the qualification approval for appointment is legally obtained from the regulatory authorities.</b></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 <del>139</del><b>138</b> If the Bank intends to convene a <del>meeting of classified shareholders</del> <b>shareholders' class meeting</b>, it should issue a written notice <del>forty-five (45) days in advance</del> <b>twenty (20) days before the annual general meeting or fifteen (15) days before the extraordinary general meeting</b> to inform all registered shareholders under this category about the issues to be reviewed at the meeting, meeting date and meeting place. <del>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.</del></p> <p><del>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.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>142</del><b>141</b> The directors of the Bank are natural persons. The directors of the Bank must have the service qualifications serving as directors required by <del>China Banking Regulatory Commission</del><b>the banking regulatory and administrative authorities under the State Council</b>, 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>
40.	<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 <del>143</del><b>142</b> 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 <del>of</del><b>when</b> the resolution is passed by the shareholders’ general meeting <b>and the qualification approval for appointment is obtained from the regulatory authorities</b>, 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 <b>(except independent directors)</b> <del>(including the general manager director and other executive directors)</del> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
41.	<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 <del>144</del><b>143</b> 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><del>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.</del> Unless stipulated otherwise by the State, the number of directors (<del>or supervisors</del>) nominated by such shareholder and their associates <b>related parties</b> shall not, on principle, exceed the one-third (1/3) of the total number of directors on the Board of Directors;</p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
42.	<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>Article <del>146</del><b>145</b> 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, <b>and guarantee sufficient time and efforts to perform his duties</b> 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 <b>be accountable to all shareholders and the Bank and be fair to all shareholders when performing their duties;</b></p> <p>(3) shall carefully read the business, financial reports of the Bank, timely understand the business operations and management of the Bank <b>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;</b></p> <p>(4) <b>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;</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
	<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><b>(45)</b> 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><b>(56)</b> 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><b>(67)</b> 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><b>(8) supervise the implementation of the resolutions of the general meetings and the board meetings by the senior management;</b></p> <p><b>(79)</b> actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws and regulations, and <del>grasp</del> <b>perpetuate their professional competence and capability essential to perform their duties;</b></p> <p><b>(810)</b> be diligent and fulfil duties, and maintain the financial security of the Bank;</p> <p><b>(11) follow high standards of professional ethics and give consideration to the legal interests of the interested parties;</b></p> <p><b>(912)</b> other diligence obligations stipulated by laws, administrative regulations, and departmental rules and the Articles of Association.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>147</del><b>146</b> 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 <b>independent</b> 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 <b>on-site</b> Board meetings in person each year. A director may appoint, in writing, another director to vote on <del>their</del><b>his or her</b> behalf if unable to attend a Board meeting in person. <b>However, an independent director may not appoint a non-independent director to vote on his or her behalf.</b> Such an appointing director shall independently assume legal liability. <b>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.</b></p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
44.	<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 <del>149</del><b>148</b> Where the number of the directors in the Board of Directors of the Bank is less than the statutory number <b>or less than two-thirds (2/3) of the number that required by the Articles of Association</b> 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 <b>director of a bank and insurance institution that is dealing with major risks should not resign without the approval of regulatory authority.</b></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><b>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.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Before Amendment	After Amendment
		<p><b>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.</b><del>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.</del></p>
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 <del>156</del><b>155</b> 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 <del>major</del> shareholders, <b>and the actual controllers</b> 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 <del>main</del> shareholders, actual controllers, or other units or individuals that have interests with the Bank;</p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>158</del><b>157</b> A staff member from a government authority shall not concurrently serve as an independent director of the Bank,<del>—and</del>. <b>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</b> 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 <b>related relationships and</b> 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 <b>in the Bank of the independent directors</b> shall not be more than six (6) years on an accumulative basis.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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>(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>Article <del>160</del><b>159</b> 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, <b>shareholders who have nominated non-independent directors and their related parties shall not nominate independent directors;</b></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) <b>The Nomination and Remuneration Committee of the Board, the Board of supervisors and</b> <del>the</del> shareholders that individually or jointly hold more than one percent (1%) of the issued shares of the Bank <b>with voting rights</b> <del>are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting.</del> <b>may nominate independent director candidates and independent directors are elected by the shareholders' general meeting.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>161</del><b>160</b> 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, <b>except where the independent director resigns due to loss of independence and is dismissed.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>162</del><b>161</b> 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 <b>on-site</b> board meetings attended in person in one year is less than two-thirds (2/3) of the total number of <b>on-site</b> 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><b>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.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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>(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>Article <del>165</del><b>164</b> Independent directors shall give objective, impartial and independent opinions on the matters discussed <b>at the shareholders' general meeting or</b> the Board meetings of the Bank, and shall in particular, <del>address their opinions to the Board meeting on the following matters</del> <b>give opinions to the shareholders' general meeting or the Board of Directors in relation to the following matters:</b></p> <p>(1) the legality and fairness of significant connected party transactions;</p> <p>(2) profit distribution plans;</p> <p><b>(3) the nomination and appointment and dismissal of directors and the appointment and dismissal of senior management members;</b></p> <p><b>(4) the remuneration of directors and senior management members;</b></p> <p><del>(4)</del><b>(5)</b> matters that may cause significant loss to the Bank;</p> <p><del>(5)</del><b>(6)</b> 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><del>(6)</del><b>(7)</b> the effect of the issuance of preference shares on the rights and interests of each class of shareholders;</p> <p><del>(7)</del><b>(8)</b> <del>the appointment of external auditors, etc.</del> <b>the appointment or removal of the accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;</b></p> <p><b>(9) other circumstance as provided for by the laws and regulations, regulatory rules and the Articles of Association.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>167</del><b>166</b> 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, <b>and provide the independent directors with necessary information for participation in decision-making in a timely and complete manner;</b></p> <p>.....</p>
52.	New	<p><b>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.</b></p> <p><b>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.</b></p>

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<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
53.	New	<b>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.</b>
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 <del>169</del> <b>170</b> The Board of Directors consists of fifteen (15) directors, including <b>five (5) executive directors, five (5) non-executive directors and five (5) independent directors. The Board of Directors has</b> 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.	Article 170 The Board of Directors shall exercise the following functions and powers:  (1) convene the shareholders' general meeting and to report to the shareholders' general meeting;  (2) implement the resolutions of the shareholders' general meeting;  (3) decide the development plan of the Bank;  (4) decide the operation plan, investment plan, and major assets disposal plan of the Bank;  (5) formulate the annual financial budget plan and final account plan of the Bank;  (6) formulate the profit distribution plan and loss make-up plan of the Bank;	Article <del>170</del> <b>171</b> The Board of Directors shall exercise the following functions and powers:  (1) convene the shareholders' general meeting and to report to the shareholders' general meeting;  (2) implement the resolutions of the shareholders' general meeting;  (3) decide the development <del>plan</del> <b>strategies</b> of the Bank <b>and supervise the implementation of the strategies;</b>  (4) decide the operation plan, investment plan, <del>and major assets disposal plan of</del> <b>the Bank;</b>  (5) <b>formulate the capital plan of the Bank and assume the ultimate responsibility for capital or solvency management;</b>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
	<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>(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><b>(6) formulate policies on risk tolerance level, risk management and internal control of the Bank and assume ultimate responsibility for comprehensive risk management;</b></p> <p><del>(5)</del>(7) formulate the annual financial budget plan and final account plan of the Bank;</p> <p><del>(6)</del><b>(8)</b> formulate the profit distribution plan and loss make-up plan of the Bank;</p> <p><del>(7)</del><b>(9)</b> 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><del>(8)</del><b>(10)</b> 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><del>(9)</del><b>(11)</b> regularly evaluate and improve the Bank's corporate governance;</p> <p><del>(10)</del><b>(12) in accordance with laws and regulations and the provisions of the Articles and Association</b><del>within the authorised range of the shareholders' general meeting,</del> <b>purchases of assets, disposal and write-off of assets,</b> <del>acquisition and selling of assets, pledged assets, external guarantee matters, associated</del><b>related/connected transactions, data governance</b> and other matters;</p> <p><del>(11)</del><b>(13)</b> determine arrangement plans for the Bank's internal management agencies, branches and capacity, and the number of management personnel;</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
	<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><del>(12)</del><b>(14)</b> 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, <del>financial director</del><b>chief financial officer</b> and other senior management personnel;</p> <p><del>(13)</del><b>(15)</b> decide the remuneration matters and disciplinary matters of senior management personnel, <b>supervise senior management to perform their duties;</b></p> <p><del>(14)</del><b>(16)</b> formulate the basic management system, validate work rules for the president;</p> <p><del>(15)</del><b>(17)</b> formulate the amendment plan for the Articles of Association, <b>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;</b></p> <p><del>(16)</del><b>(18)</b> manage the information disclosure matters of the Bank, <b>and assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reports;</b></p> <p><del>(17)</del><b>(19)</b> propose on the engagement or replacement of the accounting firm <b>which carries out statutory audit on the financial reports of that</b> audits the Bank <b>on a regular basis</b> to the shareholders' general meeting;</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Before Amendment	After Amendment
		<p>(<del>18</del>)(20) listen to the work report of the president of the Bank and check the work of the president;</p> <p>(21) <b>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;</b></p> <p>(22) <b>establish the mechanism for identification, verification and management of the conflict of interests between the Bank and shareholders, in particular substantial shareholders;</b></p> <p>(23) <b>assume the management responsibility for affairs of shareholders;</b></p> <p>(<del>19</del>)(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>(<del>20</del>)(25) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The Board shall consider the <del>opinions</del> <b>research and discussion</b> of the Party Committee before making decisions on the major issues of the Bank.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Before Amendment	After Amendment
56.	New	<p><b>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.</b></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>	<p align="center">Deleted</p>
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><del>Article 175</del><b>176</b> The Board of Directors <del>holds</del> <b>shall hold regular meetings</b> at least four (4) <del>meetings-times</del> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>176</del><b>177</b> 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 <del>half (1/2)</del> <b>two (2)</b> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>177</del><b>178</b> 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 <del>179</del><b>180</b> 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 <del>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</del><b>the 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.,</b> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>181</del><b>182</b> The meetings of the Board of Directors <del>shall be through meeting (including video conference)</del> <b>may be convened by members attending in person (including video and telephone dial-in) or by way of circulation of a written resolution.</b> The voting method for <b>the meetings convened by members attending in person</b> is by hand or on a poll.</p> <p><b>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.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

No.	Before Amendment	After Amendment
		<p><b>Unless otherwise required by the listing rules or applicable provisions in the place where the Bank's shares are listed, u</b><del>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</del><b>may 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.</b> <del>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.</del></p> <p>The profit distribution plan, <b>remuneration plan</b>, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital increase plan, major shareholding structure change and financial reorganization, etc. <b>of the Bank</b> shall be submitted to the Board of Directors for approval by two thirds (2/3) and shall not be voted <del>in a communication way</del> <b>by means of circulation of a written resolution.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>182</del><b>183</b> .....</p> <p><del>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.</del></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 <del>183</del><b>184</b> 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. <b>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.</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>189</del><b>190</b> 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. <b>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.</b> The number of people for the special committees of the Board of Directors is not less than three (3), and <b>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)</b>, and the chiefs of the Related-party Transaction Control Committee, Audit Committee and the Nomination and Remuneration Committee shall be acted by independent Directors. <del>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.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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>(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>Article <del>195</del><b>196</b> 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) <del>supervise</del> <b>supervise and guide</b> 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, <b>and supervise the senior management in effectively implementing the strategic objects and policies for protection of consumer rights;</b></p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>198</del><b>199</b> The Board of Directors shall have board secretary, <b>nominated by the chairman of Board of Directors, appointed and dismissed by the Board of Directors</b>, 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 <del>206</del><b>207</b> 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, <del>financial officer</del> <b>chief financial officer, chief information officer, chief risk officer, chief legal officer</b>, 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
69.	<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 <del>220</del><b>221</b> The way and procedures for nomination of <del>supervisions</del><b>shareholder representative supervisors and external supervisors</b> 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 <b>related parties</b> shall not nominate candidates for directors and supervisors at the same time; <b>the shareholders and their related parties that have already nominated directors shall not nominate supervisors, but that otherwise prescribed by the State shall prevail;</b> <del>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.</del></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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
70.	<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 <del>224</del><b>225</b> 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 <b>on-site</b> 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>
71.	<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 <del>228</del><b>229</b> <b>Supervisors of the Bank shall perform the following duties or obligations:</b></p> <p>(1) <del>A supervisor may to</del> attend board meetings, and <del>to may</del> 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) <b>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;</b></p> <p>(3) <b>to be responsible for the resolutions of the Board of Supervisors;</b></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
		<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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>237</del><b>238</b> The Board of Supervisors consists of eight (8) supervisors, including <b>two (2)</b> supervisors as shareholder representatives, <b>three (3)</b> external supervisors and <b>three (3)</b> supervisors as the staff representatives. The Board of Supervisors has one (1) chairman, <del>there can be one (1) or two (2)</del> <b>there can be one (1) or two (2)</b> vice chairmen, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors, <b>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.</b></p> <p><del>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.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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>(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>Article <del>239</del><b>240</b> 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 <b>the implementation of</b> the Bank’s remuneration systems <del>and policies</del> 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><b>(6) other matters stipulated by laws and regulations, regulatory requirements and the Articles of Association.</b></p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>243</del><b>244</b> 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 <b>chairman</b> 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. <b>The resolutions of the Board of Supervisors can be voted by members attending in person and by circulation of a written resolution.</b> The resolutions of the Board of Supervisors shall be <b>passed by more than half of all supervisors</b> <del>passed by more than two thirds (2/3) of supervisors through voting.</del></p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <del>244</del><b>245</b> 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 <b>chairman</b> 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 align="center">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 <b>and the recorder</b> attending the meetings shall sign the meeting minutes. <b>The meeting minutes shall be kept permanently.</b></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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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><del>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.</del></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
79.	<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 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. <b>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.</b> The Bank’s profit distribution policy should maintain a certain continuity and stability. <b>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.</b> <del>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.</del></p> <p>.....</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
80.	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.	Article 295 The Bank shall implement an internal audit system, establish an independent and vertical audit management system, <b>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,</b> and the internal audit department <b>shall be accountable and report to the chief audit officer or person in charge of audit</b> <del>is responsible for the Board of Directors.</del> The internal audit department shall engage full-time auditors to conduct internal audit of income and expenditure of its finances and economic activities.
81.	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.	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. <b>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.</b> <del>The chief auditor shall be accountable and report to the Board of Directors.</del>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
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 <b>which carries out statutory audit on the financial reports of the Bank on a regular basis</b> 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 <b>which carries out statutory audit on the financial reports of the Bank on a regular basis</b> 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 <b>which carries out statutory audit on the financial reports of the Bank on a regular basis</b> 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
85.	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.	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 <b>which carries out statutory audit on the financial reports of the Bank on a regular basis</b> 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.
86.	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.	Article 302 The remuneration of an accounting firm <b>which carries out statutory audit on the financial reports of the Bank on a regular basis</b> 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.

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
87.	<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 <b>which carries out statutory audit on the financial reports of the Bank on a regular basis</b> 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 <b>which carries out statutory audit on the financial reports of the Bank on a regular basis</b>, 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>

**APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Before Amendment</b>	<b>After Amendment</b>
88.	<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 <b>which carries out statutory audit on the financial reports of the Bank on a regular basis</b>, 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 <b>which carries out statutory audit on the financial reports of the Bank on a regular basis</b> 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.	<p>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.</p>	<p>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 <del>Hong Kong</del> Listing Rules.</p>

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 this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.*

The proposed amendments to the Rules of Procedures for Shareholders' General Meetings are compared against the existing Rules of Procedures for Shareholders' General Meetings for ease of reference. After deletion of the articles, the articles have been re-numbered accordingly. The following amendments will become effective upon approval by the Shareholders.

No.	Before Amendment	After Amendment
1	<p>Article 1 These rules of procedures (hereinafter referred to as the “Rules”) are formulated by Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Bank”) in accordance with relevant laws and regulations and regulatory documents, including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), as well as the Articles of Association of Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Articles of Association”), with reference to actual conditions of the Bank, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders’ general meeting and perform its power as the supreme authority.</p>	<p>Article 1 These rules of procedures (hereinafter referred to as the “Rules”) are formulated by Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Bank”) in accordance with relevant laws and regulations and regulatory documents, including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, <b>Corporate Governance Guidelines for Banking and Insurance Institutions</b>, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), as well as the Articles of Association of Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Articles of Association”), with reference to actual conditions of the Bank, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders’ general meeting and perform its power as the supreme authority.</p>

No.	Before Amendment	After Amendment
2	<p>Article 5 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. Unless otherwise required by relevant laws and regulations or the Listing Rules, 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 5 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. Unless otherwise required by relevant laws and regulations or the Listing Rules, the Bank may also provide <b>safe, economical and convenient</b> 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>
3	<p>Article 6 The shareholders' general meeting is the organ of power of the Bank: which exercises the following functions and powers according to law: .....</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 resolutions on the Bank's engagement, removal and non-reengagement of an accounting firm;</p>	<p>Article 6 The shareholders' general meeting is the organ of power of the Bank: which exercises the following functions and powers according to law: .....</p> <p><b>(9) adopting resolutions on listing of the Bank;</b></p> <p><del>(9)</del><b>(10)</b> adopting resolutions on issuing bonds of the Bank;</p> <p><b>(11) adopting resolutions on acquisition of the shares of the Bank in accordance with the laws;</b></p> <p><del>(10)</del><b>(12)</b> make resolution on merger, division, dissolution and liquidation or form change of the Bank;</p>

No.	Before Amendment	After Amendment
	<p>(13) examining fixed assets investments, external guarantees, external investments, and the associated/connected transactions 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 Articles of Association and other internal system rules;</p> <p>(14) examining temporary proposals put forward by the shareholders who hold more 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><del>(11)</del><b>(13)</b> modifying the Articles of Association;</p> <p><b>(14) examining and approving the rules of procedures for shareholders' meeting, the Board of Directors and the Board of Supervisors of the Bank;</b></p> <p><del>(12)</del><b>(15)</b> adopting resolutions on the Bank's engagement, removal and non-reengagement of an accounting firm <b>which carries out statutory audit on the financial reports of the Bank on a regular basis;</b></p> <p><del>(13)</del><b>(16)</b> examining fixed assets investments, external guarantees, external investments, and the associated/connected transactions 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 Articles of Association and other internal system rules;</p> <p><del>(14)</del><b>(17)</b> examining temporary proposals put forward by the shareholders who hold more than 3% of the total voting shares of the Bank individually or jointly;</p>

No.	Before Amendment	After Amendment
		<p>(15)—(18) examining and approving changes in use of the raised capital;</p> <p>(16)—(19) examining and approving <b>the proposal on</b> equity incentive plans;</p> <p>(17)(20) 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)(21) 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>
4	<p>Article 7 Where the authorization granted by the Shareholders' general meeting is related to a matter subject to an ordinary resolution, it shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) present at the meeting; where it is related to a matter subject to a special resolution, it shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting. The substance of the authorization shall be clear and specific.</p>	<p>Article 7 Where the authorization granted by the Shareholders' general meeting is related to a matter subject to an ordinary resolution, it shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) present at the meeting; where it is related to a matter subject to a special resolution, it shall be passed by more than <del>two-thirds</del> (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting. <b>The scope of authorization should be legal and necessary and</b> the substance of the authorization shall be clear and specific.</p>

No.	Before Amendment	After Amendment
5	Article 8 Shareholders' general meetings include annual general meetings and extraordinary general meetings. Annual general meetings shall be held once a year within six(6) months after the end of the previous accounting year. Any postponement of the meeting due to special circumstances shall be reported to the banking regulatory authority of the State Council and the securities regulatory authority of the locality where the shares of the Bank are listed in a timely manner, stating the reasons for the postponement and making an announcement. There is no stipulation on the number of extraordinary general meetings to be convened each year.	Article 8 Shareholders' general meetings include annual general meetings and extraordinary general meetings. Annual general meetings shall be held <b>once</b> a year within <del>six(6)</del> months after the end of the previous accounting year. Any postponement of the meeting due to special circumstances shall be reported to the banking regulatory authority of the State Council <b>in writing</b> and the securities regulatory authority of the locality where the shares of the Bank are listed <b>as required</b> in a timely manner, stating the reasons for the postponement and making an announcement. There is no stipulation on the number of extraordinary general meetings to be convened each year.

No.	Before Amendment	After Amendment
6	<p>Article 9 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 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 9 The Bank shall convene an extraordinary shareholders' general meeting within <del>two (2)</del> 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 <b>total</b> voting shares of the Bank individually or jointly held;</p> <p>(4) The Board of Directors deems it as necessary;</p> <p><b>(5) The convening of the meeting at the requisition of more than half (1/2) of and no less than two (2) independent directors;</b></p> <p><del>(5)</del>—<b>(6)</b> The Board of Supervisors proposes to convene;</p> <p><del>(6)</del><b>(7)</b> 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><b>Where 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.</b></p>

No.	Before Amendment	After Amendment
7	<p>Article 10 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 ten (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 an extraordinary 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 disagrees to convene an extraordinary general meeting, it shall explain the reasons and make a public notice.</p>	<p>Article 10 <b>The Board of Directors shall have the right to call general meetings.</b> <del>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 ten (10) days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders.</del></p> <p><del>The Board of Directors will issue a notice to convene an extraordinary 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 disagrees to convene an extraordinary general meeting, it shall explain the reasons and make a public notice.</del></p>

No.	Before Amendment	After Amendment
8	<p>Article 16 The general meeting of shareholders shall be convened by the Board of Directors in accordance with the law and held by the chairman. Where the chairman cannot perform his/her duties or fails to perform his/her duties, the deputy chairman shall preside over the meeting; where the deputy chairman cannot or fails to perform his/her duties, half of the directors or more shall jointly recommend one director to preside over the meeting.</p> <p>Unless otherwise required by the Articles of Association, where the Board of Directors is incapable of performing or not performing its duties of convening the shareholders' general meeting, the Board of Supervisors shall convene and preside over such meeting in a timely manner. In case the Board of Supervisors fails to convene and preside over such meeting, shareholders alone or in aggregate holding more than 10% of the shares of the Bank for 90 days consecutively may unilaterally convene and preside over such meeting. If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (including his/her proxy) shall preside over the meeting.</p> <p>Where the Board of Supervisors convene the shareholders' general meeting by themselves, the chairman of the Board of Supervisors shall preside over the meeting. Where the chairman of the Board of Supervisors cannot perform his duties or fails to perform his duties, the deputy chairman of the Board of Supervisors shall preside over the meeting; where the deputy chairman of the Board of Supervisors can not perform his duties or fails to perform his duties, half of the Supervisors or more shall jointly recommend one Supervisor to preside over the meeting.</p>	<p>Article 16 The general meeting of shareholders shall be convened by the Board of Directors in accordance with the law and held by the chairman. Where the chairman cannot perform his/her duties or fails to perform his/her duties, the deputy chairman shall preside over the meeting; where the deputy chairman cannot or fails to perform his/her duties, half of the directors or more shall jointly recommend one director to preside over the meeting.</p> <p><del>Unless otherwise required by the Articles of Association, where the Board of Directors is incapable of performing or not performing its duties of convening the shareholders' general meeting, the Board of Supervisors shall convene and preside over such meeting in a timely manner. In case the Board of Supervisors fails to convene and preside over such meeting, shareholders alone or in aggregate holding more than 10% of the shares of the Bank for 90 days consecutively may unilaterally convene and preside over such meeting. If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (including his/her proxy) shall preside over the meeting.</del></p> <p>Where the Board of Supervisors convene the shareholders' general meeting by themselves, the chairman of the Board of Supervisors shall preside over the meeting. Where the chairman of the Board of Supervisors cannot perform his duties or fails to perform his duties, the deputy chairman of the Board of Supervisors shall preside over the meeting; where the deputy chairman of the Board of Supervisors can not perform his duties or fails to perform his duties, half of the Supervisors or more shall jointly recommend one Supervisor to preside over the meeting.</p>

No.	Before Amendment	After Amendment
	<p>Where the shareholders convene the shareholders' general meeting by themselves, the convener shall recommend one representative to preside over the meeting.</p> <p>When the shareholders' general meeting is held and the presider of the meeting violates the rules of procedure and makes it difficult for the shareholders' general meeting to continue, the shareholders' general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue the meeting.</p>	<p>Where the shareholders convene the shareholders' general meeting by themselves, the convener shall recommend one representative to preside over the meeting.</p> <p>When the shareholders' general meeting is held and the presider of the meeting violates the rules of procedure and makes it difficult for the shareholders' general meeting to continue, the shareholders' general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue the meeting.</p> <p><b>Unless otherwise required by the Articles of Association, where the Board of Directors is incapable of performing or not performing its duties of convening the shareholders' general meeting, the Board of Supervisors shall convene and preside over such meeting in a timely manner. In case the Board of Supervisors fails to convene and preside over such meeting, shareholders alone or in aggregate holding more than 10% of the shares of the Bank for 90 days consecutively may unilaterally convene and preside over such meeting. If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (including his/her proxy) shall preside over the meeting.</b></p>

No.	Before Amendment	After Amendment
9	<p>Article 17 Unless otherwise required by the relevant laws and regulations, the listing rules of the stock exchange on which the Bank's shares are listed and the Articles of Association, where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice of a general meeting to all registered shareholders on the matters to be examined as well as the assembly date and location twenty(20) days prior to the meeting, and a written notice of an extraordinary general meeting shall be send out fifteen(15) days prior to the meeting.</p> <p>The date of the meeting should be excluded when calculating the time for sending out the notice.</p> <p>The issue day of a notice under this article shall be the day on which the notice is delivered by the Bank or by the share registrar appointed by the Bank to the postal authority for the posting purpose.</p>	<p>Article 17 Unless otherwise required by the relevant laws and regulations, the listing rules of the stock exchange on which the Bank's shares are listed and the Articles of Association, where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice of a general meeting to all registered shareholders on the matters to be examined as well as the assembly date and location <del>twenty(20)</del> days prior to the meeting, and a written notice of an extraordinary general meeting shall be send out <del>fifteen(15)</del> days prior to the meeting.</p> <p><b>The issue date should be included but</b> the date of the meeting should be excluded when calculating the time for sending out the notice.</p> <p>The issue day of a notice under this article shall be the day on which the notice is delivered by the Bank or by the share registrar appointed by the Bank to the postal authority for the posting purpose <b>or the date of the public notice.</b></p>

No.	Before Amendment	After Amendment
10	<p>Article 18 A notice of the shareholders' general meeting shall comply with the following requirements:</p> <p>.....</p> <p>Unless otherwise required by relevant laws, regulations, listing rules of stock exchanges where the Bank's shares are listed and 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. The recipient address in the register of shareholders shall prevail or such documents shall be delivered by publication on the website of the Bank or other methods stipulated in the Articles of Association. 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 referred to above shall be published twenty (20) days to twenty-five (25) days prior to the date of the annual general meeting and fifteen (15) days to twenty (20) days prior to the date of the extraordinary general meetings in a newspaper or several newspapers prescribed by the securities regulatory authority of the State Council. Once published, all domestic shareholders shall be deemed to have received the relevant notice of the shareholders' general meeting. Such announcements shall also be published in accordance with the requirements of the Listing Rules.</p>	<p>Article 18 A notice of the shareholders' general meeting shall comply with the following requirements:</p> <p>.....</p> <p>Unless otherwise required by relevant laws, regulations, listing rules of stock exchanges where the Bank's shares are listed and 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 <b>or publication on the website of the Bank or other methods stipulated in the Articles of Association.</b> The recipient address in the register of shareholders shall prevail <del>or such documents shall be delivered by publication on the website of the Bank or other methods stipulated in the Articles of Association.</del> 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 referred to above shall be published <del>twenty (20) days to twenty-five (25) days</del> prior to the date of the annual general meeting and <del>fifteen (15) days to twenty (20) days</del> prior to the date of the extraordinary general meetings in a newspaper or several newspapers prescribed by the securities regulatory authority of the State Council. Once published, all domestic shareholders shall be deemed to have received the relevant notice of the shareholders' general meeting. Such announcements shall also be published in accordance with the requirements of the Listing Rules.</p>

No.	Before Amendment	After Amendment
11	<p>Article 20 After the notice on convening the shareholders' general meeting sent out, the shareholders' general meeting shall not be postponed or cancelled and the proposal listed in the notice on the shareholders' general meeting shall not be cancelled without justifiable causes. In the case of any circumstance for postponement or cancellation of the meeting, the convener shall make an announcement and explain the reasons at least two (2) working days before the date for the planned shareholders' general meeting.</p>	<p>Article 20 After the notice on convening the shareholders' general meeting sent out, the shareholders' general meeting shall not be postponed or cancelled and the proposal listed in the notice on the shareholders' general meeting shall not be cancelled without justifiable causes. In the case of any circumstance for postponement or cancellation of the meeting, the convener shall make an announcement and explain the reasons at least <del>two</del> <b>(2)</b> working days before the date for the planned shareholders' general meeting.</p>
12	<p>Article 21 Shareholders may attend a shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. A shareholder shall entrust the proxy in writing, which shall submit the letter of attorney to the Bank; if the entrusting party is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by the proxy officially appointed by the shareholder.</p> <p>The appointment of proxies by shareholders shall comply with the Articles of Association.</p>	<p>Article 21 Shareholders may attend a shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. A shareholder shall entrust the proxy in writing, which shall submit the letter of attorney to the Bank; if the entrusting party is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by its <b>Directors or</b> the proxy officially appointed by the shareholder.</p> <p>The appointment of proxies by shareholders shall comply with <b>the laws and regulations</b> and the Articles of Association.</p>

No.	Before Amendment	After Amendment
13	<p>Article 24 The instrument appointing a voting proxy shall be placed at the domicile of the Bank or at such other place as specified in the notice of the meeting within twenty-four hours prior to the meeting at which the proxy is authorised to vote or within twenty-four hours prior to the specified time of the vote. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Bank or at such other place as specified in the notice of the meeting. The power of attorney may be delivered to the Bank by facsimile but the original copy shall be delivered to the Bank prior to the holding of the meeting. Where the entrusting party is a legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall be entitled to attend the Bank's shareholders' general meeting as the representative of such legal person.</p> <p>Where the entrusting party has died, lost its capacity for action, revoked the authorisation of signing instrument of appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the power of attorney shall remain valid as long as the Bank has not received a written notice of such matters prior to the relevant meeting.</p>	<p>Article 24 The instrument appointing a voting proxy shall be placed at the domicile of the Bank or at such other place as specified in the notice of the meeting within <del>twenty-four</del><sup>24</sup> hours prior to the meeting at which the proxy is authorised to vote or within <del>twenty-four</del><sup>24</sup> hours prior to the specified time of the vote. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Bank or at such other place as specified in the notice of the meeting. The power of attorney may be delivered to the Bank by facsimile but the original copy shall be delivered to the Bank prior to the holding of the meeting. Where the entrusting party is a legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall be entitled to attend the Bank's shareholders' general meeting as the representative of such legal person.</p> <p>Where the entrusting party has died, lost its capacity for action, revoked the authorisation of signing instrument of appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the power of attorney shall remain valid as long as the Bank has not received a written notice of such matters prior to the relevant meeting.</p>

No.	Before Amendment	After Amendment
14	<p>Article 28 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 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 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. 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 28 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 shares of the Bank may put forward a proposal to the Bank.</p> <p>The shareholders that solely or collectively hold <del>three percent (3%)</del> or more of the shares of the Bank may put forward an interim proposal and submit it to the convener in written form within <del>ten (10)</del> 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 <del>two (2)</del> days upon receipt of the aforesaid proposal. If the listing rules state otherwise where the Bank's stocks are listed, the contents shall meet the rules as well.</p> <p>.....</p>

No.	Before Amendment	After Amendment
15	<p>Article 39 The shareholders (including proxies) shall exercise their voting rights according to the number of voting shares that they hold at the shareholders' general meeting, each share shall carry one voting right. The Bank has no voting right for the shares it holds, and such part of shares shall not be included in the total amount of voting shares of the shareholders that attend the shareholders' general meeting.</p> <p>Where any shareholder is, under applicable laws and regulations and the listing rules of the stock exchange(s) on which the shares of the Bank are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the resolution results.</p> <p>In the course of considering matters relating to connected transactions at the shareholders' general meeting, the shareholders involved in the connected transactions will abstain from voting under the laws and regulations and the Listing Rules. The number of voting shares represented by such shareholders shall be excluded from the total number of voting shares present at the meeting.</p>	<p>Article 39 The shareholders (including proxies) shall exercise their voting rights according to the number of voting shares that they hold at the shareholders' general meeting, each share shall carry one voting right. The Bank has no voting right for the shares it holds, and such part of shares shall not be included in the total amount of voting shares of the shareholders that attend the shareholders' general meeting.</p> <p>Where any shareholder is, under applicable laws and regulations and the listing rules of the stock exchange(s) on which the shares of the Bank are listed, required to abstain from voting on any particular resolution or restricted to voting only for or against any particular resolution, any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the resolution results.</p> <p>In the course of considering matters relating to connected/<b>related</b> transactions at the shareholders' general meeting, the shareholders involved in the connected/<b>related</b> transactions (<b>hereinafter referred to as "related shareholders"</b>) will abstain from voting under the laws and regulations and the Listing Rules. The number of voting shares represented by such shareholders shall be excluded from the total number of voting shares present at the meeting.</p>

No.	Before Amendment	After Amendment
16	<p>Article 40 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 related/connected transactions matters, the connected shareholders shall withdraw from the voting; where the meeting need the related shareholders to give explanations, the related shareholders bear the duty and obligation to make truthful explanation in the meeting.</p> <p>The chairman of the meeting shall, at the beginning of the meeting, announce that the connected shareholders shall refrain from and not participate in the voting of the connected transaction.</p> <p>Related shareholders can withdraw by himself/herself, or any other shareholder attending the shareholders' general meeting can put forward withdrawing requests.</p>	<p>Article 40 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 related/connected transactions matters, the <b>related</b> <del>connected</del> shareholders shall withdraw from the voting; where the meeting need the related shareholders to give explanations, the related shareholders bear the duty and obligation to make truthful explanation in the meeting.</p> <p>The chairman of the meeting shall, at the beginning of the meeting, announce that the <del>connected</del> <b>related</b> shareholders shall refrain from and not participate in the connected transaction.</p> <p>Related shareholders can withdraw by himself/herself, or any other shareholder attending the shareholders' general meeting can put forward withdrawing requests.</p>
17	<p>Article 43 Votes of the shareholders' general meeting shall be taken by raising hands for resolutions, unless relevant regulations of the securities regulatory authority where the shares of the Bank are listed or other applicable laws and regulations as otherwise provided require, or the following persons require voting by written ballot before or after voting by raising hands:</p> <p>(1) The chairman of the meeting;</p> <p>(2) At least two (2) shareholders having voting rights or proxies of shareholders having voting rights; or</p> <p>(3) One or several shareholders (including their proxies) holding individually or jointly ten percent (10%) or more of the voting shares at the meeting.</p> <p>.....</p>	<p>Article 43 Votes of the shareholders' general meeting shall be taken by raising hands for resolutions, unless relevant regulations of the securities regulatory authority where the shares of the Bank are listed or other applicable laws and regulations as otherwise provided require, or the following persons require voting by <del>written</del> ballot before or after voting by raising hands:</p> <p>(1) The chairman of the meeting;</p> <p>(2) At least <del>two (2)</del> shareholders having voting rights or proxies of shareholders having voting rights; or</p> <p>(3) One or several shareholders (including their proxies) holding individually or jointly <del>ten percent (10%)</del> or more of the voting shares at the meeting.</p> <p>.....</p>

No.	Before Amendment	After Amendment
18	<p>Article 50 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 with voting rights (including proxies) present at the meeting.</p> <p>Special resolutions of the shareholders' general meeting and resolutions of Shareholders' Class Meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders with voting rights (including proxies) present at the meeting.</p>	<p>Article 50 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 with voting rights (including proxies) present at the meeting.</p> <p>Special resolutions of the shareholders' general meeting and resolutions of Shareholders' Class Meeting shall be passed by more than <del>two-thirds (2/3)</del> of the voting rights held by the shareholders with voting rights (including proxies) present at the meeting.</p>
19	<p>Article 51 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, the Listing Rules or the Articles of Association.</p>	<p>Article 51 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 (<b>except for removal of independent directors</b>) 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, <del>listing rules</del>, <b>provisions of securities regulatory authorities where the Bank's shares are listed</b> or the Articles of Association.</p>

No.	Before Amendment	After Amendment
20	<p>Article 52 The following matters shall be passed 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 where the Bank's shares 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 where the shares of the Bank 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 are required to be passed by a special resolution.</p>	<p>Article 52 The following matters shall be passed 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><b>(5) Removal of independent directors;</b></p> <p><del>(5)</del><b>(6)</b> 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 where the Bank's stocks are listed as well as the provisions of the Articles of Association and other internal system;</p> <p><del>(6)</del><b>(7) Consideration and approval of the proposal on equity incentive plan;</b></p> <p><del>(7)</del><b>(8) Matters to be passed by special resolutions as stipulated by the laws, administrative regulations, departmental regulations, provisions of securities regulatory authority where the shares of the Bank 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 are required to be passed by a special resolution.</b></p>

No.	Before Amendment	After Amendment
21	<p>Article 55 List of candidates for Directors and Supervisors shall be submitted to shareholders' general meeting for voting by way of a resolution. All directors of the Bank shall be elected by the shareholders' general meeting; supervisors who are not employee representatives shall be elected by the shareholders' general meeting.</p>	<p>Article 55 List of candidates for Directors and Supervisors shall be submitted to shareholders' general meeting for voting by way of a resolution. All directors of the Bank shall be elected by the shareholders' general meeting; supervisors who are not employee representatives shall be elected by the shareholders' general meeting.</p> <p><b>As for resolutions in respect of the election of Directors and Supervisors, a cumulative voting system may be adopted in accordance with the Articles of Association or the resolutions of the shareholders' general meeting.</b></p> <p><b>The cumulative voting system as referred above means that when a director or supervisor is elected at the shareholders' general meeting, each share shall carry the same number of voting rights as the number of directors or supervisors to be elected, and the voting rights owned by the Shareholders may be cumulatively used. The Board shall announce biography and basic information of candidates for Directors and Supervisors.</b></p>

No.	Before Amendment	After Amendment
22	Article 58 Directors, the secretary to the Board, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of minutes of the meeting are true, accurate and complete. The minutes of the meeting should be maintained in the office of the Board of Directors as the records of the Banks with the register for signing of attending shareholders and the proxy form of their proxies and valid information on voting via internet and other manners, and the maintaining period shall be ten (10) years.	Article 58 Directors, the secretary to the Board, the convener or his representative and the chairman of the meeting shall sign on the minutes of the meeting and ensure that the contents of minutes of the meeting are true, accurate and complete. The minutes of the meeting should be maintained in the office of the Board of Directors as the records of the Banks with the register for signing of attending shareholders and the proxy form of their proxies and valid information on voting via internet and other manners, and the maintaining period shall be <del>ten (10) years</del> <b>permanent</b> .

*The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.*

The proposed amendments to the Rules of Procedures for Board Meetings are compared against the existing Rules of Procedures for Board Meetings for ease of reference. After addition of the new articles, the articles have been re-numbered accordingly. The following amendments will become effective upon approval by the Shareholders.

No.	Before Amendment	After Amendment
1	<p>Article 1 In order to further standardize the working and decision-making procedures of the Board of Directors of the Bank of Jinzhou Co., Ltd. (the “Bank”), ensure that the Bank’s decision-making process is democratic and scientific, and bring operation and decision-making center role of the Board of Directors into full play, these Rules of Procedures (hereinafter referred to as “these Rules”) are enacted in accordance with the requirements of the relevant laws, regulations, regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions of Articles of Association of Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”) and the Articles of Association of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 In order to further standardize the working and decision-making procedures of the Board of Directors of the Bank of Jinzhou Co., Ltd. (the “Bank”), ensure that the Bank’s decision-making process is democratic and scientific, and bring operation and decision-making center role of the Board of Directors into full play, these Rules of Procedures (hereinafter referred to as “these Rules”) are enacted in accordance with the requirements of the relevant laws, regulations, regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”),the Securities Law of the People’s Republic of China, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, <b>Corporate Governance Guidelines for Banking and Insurance Institutions</b>, the Mandatory Provisions of Articles of Association of Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”) and the Articles of Association of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>

No.	Before Amendment	After Amendment
2	<p>Article 4 The Bank sets up the Board of Directors, the composition of which shall be stipulated in the Articles of Association, with no less than three independent non-executive directors and no less than one-third of the total number of Directors. At least one of the Board members must possess appropriate professional qualifications or accounting or related financial management expertise.</p> <p>Functions and duties of independent non-executive directors of the Board of Directors of the Bank include but not limited to: .....</p>	<p>Article 4 The Bank sets up the Board of Directors, the <b>specific number and</b> composition of which shall be stipulated in the Articles of Association, with no less than three <b>independent directors (also known as “independent non-executive directors”)</b> and no less than <del>one-third</del> <b>1/3</b> of the total number of Directors. At least <del>one</del> <b>(1)</b> of the independent non-executive directors must possess appropriate professional qualifications or accounting or related financial management expertise.</p> <p>Functions and duties of independent non-executive directors of the Board of Directors of the Bank include but not limited to: ..... <b>(6) Other duties as stipulated in the laws and regulations and the Articles of Association.</b></p>

No.	Before Amendment	After Amendment
3	<p>Article 5 The Board of Directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(1) convene the shareholders' general meeting and 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, related/connected transactions and other matters;</p>	<p>Article 5 The Board of Directors shall be accountable to the shareholders' general meeting and exercise the following functions and powers:</p> <p>(1) convene the shareholders' general meeting and report to the shareholders' general meeting;</p> <p>(2) implement the resolutions of the shareholders' general meeting;</p> <p>(3) decide the development <del>plan</del> <b>strategies</b> of the Bank <b>and supervise the implementation of the strategies</b>;</p> <p>(4) decide the operation plan, investment plan, <del>and major assets disposal plan</del> of the Bank;</p> <p><b>(5) formulate the capital plan of the Bank and assume ultimate responsibility for capital or solvency management;</b></p> <p><b>(6) formulate policies on the risk tolerance, risk management and internal control of the Bank and assume ultimate responsibility for comprehensive risk management;</b></p> <p><del>(57)</del> formulate the annual financial budget plan and final account plan of the Bank;</p> <p><del>(68)</del> formulate the profit distribution plan and loss make-up plan of the Bank;</p> <p><del>(79)</del> 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><del>(810)</del> 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>

No.	Before Amendment	After Amendment
	<p>(11) determine arrangement plans for the Bank's internal management agencies, branches and capacity, and the number of management personnel;</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) 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>(911) regularly evaluate and improve the Bank's corporate governance;</p> <p><del>(1012)</del> <b>in accordance with the laws and regulations and the Articles of Association, within the authorised range of the shareholders' general meeting,</b> decide the Bank's external investment, <b>purchases of assets, disposal and write-off of assets,</b> acquisition and selling of assets, pledged assets, external guarantee matters, related/connected transactions, <b>data governance</b> and other matters;</p> <p><del>(11)</del> <b>13</b> determine arrangement plans for the Bank's internal management agencies, branches and capacity, and the number of management personnel;</p> <p><del>(12)</del> 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, <del>financial director</del> <b>chief financial officer</b> and other senior management personnel;</p> <p><del>(13)</del> decide the remuneration matters and disciplinary matters of senior management personnel, <b>supervise senior management to perform their duties;</b></p> <p><del>(14)</del> <del>formulated</del> <b>develop</b> the basic management system, validate work rules for the president;</p> <p><del>(15)</del> formulate the amendment plan for the Articles of Association, <b>formulate the Rules of Procedures for 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;</b></p>

No.	Before Amendment	After Amendment
	<p>(21) other functions and powers conferred by laws, administrative regulations, departmental rules or rules (including the Listing Rules) or the Articles of Association.</p> <p>The Board of Directors shall consider the opinions of the Party Committee before making decisions on the major issues of the Bank.</p> <p>The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, and the major 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) of the above paragraph must be passed upon the approval of more than two thirds (2/3) of directors.</p> <p>Each director shall have one vote when voting on a resolution of the Board of Directors.</p> <p>The Board of Directors shall perform its duties in accordance with the State's laws, administrative regulations, the Articles of Association, the Listing Rules and resolutions of the shareholders.</p>	<p><del>(1618)</del> manage the information disclosure matters of the Bank, <b>and assume the ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of accounting and financial reports;</b></p> <p><del>(1719)</del> propose on the engagement or replacement of the accounting firm that <b>carries out statutory audit on the financial reports of the Bank on a regular basis</b> to the shareholders' general meeting;</p> <p><del>(1820)</del> listen to the work report of the president of the Bank and check the work of the president;</p> <p><b>(21) establish the mechanism for identification, verification and management of the conflict of interests between the Bank and shareholders, in particular substantial shareholders;</b></p> <p><b>(22) assume the management responsibility for affairs of shareholders;</b></p> <p><del>(1923)</del> 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><del>(2024)</del> <b>safeguard the legitimate rights and interests of financial consumers and other stakeholders</b>, 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><del>(2125)</del> other functions and powers conferred by laws, administrative regulations, departmental rules or rules (including the Listing Rules) or the Articles of Association.</p>

No.	Before Amendment	After Amendment
		<p>The Board of Directors shall consider <del>the opinions of the Party Committee</del> <b>research and discussion from the Party Committee</b> before making decisions on the major issues of the Bank.</p> <p>The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, <del>and the major 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) of the above paragraph</del> and the major matters including <b>the 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.</b>, must be passed upon the approval of more than two thirds (2/3) of directors.</p> <p>Each director shall have one vote when voting on a resolution of the Board of Directors.</p> <p>The Board of Directors shall perform its duties in accordance with the State's laws, administrative regulations, the Articles of Association, the Listing Rules and resolutions of the shareholders.</p>

No.	Before Amendment	After Amendment
4	<p>Article 6 The Board of Directors can set up special committees such as Strategy Committee, Risk Management Committee, Related-party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee and Consumer Rights Protection Committee according to the requirements of the law, regulations and rules, and other special committees which the Board deems necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors. The 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. The rules of procedures for the meetings and work procedures of each of the special committees of the Board of Directors shall be established by the Board of Directors.</p>	<p>Article 6 The Board of Directors can set up special committees such as Strategy Committee, Risk Management Committee, Related-party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee and Consumer Rights Protection Committee according to the requirements of the law, regulations and rules, and other special committees which the Board deems necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors. The number of people for the special committees of the Board of Directors is not less than <del>three</del>—<del>(3)</del> <b>and the proportion of independent directors in the Related-party Transaction Control Committee, Audit Committee, the Nomination and Remuneration Committee and Risk Management Committee shall be, on principle, be no less than one third (1/3)</b>, the chiefs of the Related-party Transaction Control Committee, Audit Committee and the Nomination and Remuneration Committee shall be acted by independent directors. <del>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.</del> The rules of procedures for the meetings and work procedures of each of the special committees of the Board of Directors shall be established by the Board of Directors.</p>

No.	Before Amendment	After Amendment
5	<p>Article 10 The directors shall comply with the laws, administrative regulations and the Listing Rules 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, apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding his office within the issuer and act in the interests of the Bank as a whole and for proper purposes 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>Article 10 The directors shall comply with the laws, administrative regulations and the Listing Rules 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 apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding his office within the issuer and act in the interests of the Bank as a whole and for proper purposes <b>and guarantee sufficient time and energy to perform his duties</b> 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 <b>be accountable to the Bank and all shareholders</b> and be fair to all shareholders <b>when performing their duties</b>;</p> <p>(3) shall carefully read the business, financial reports of the Bank, timely understand the business operations and management of the Bank <b>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</b>;</p>

No.	Before Amendment	After Amendment
	<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) shall assume responsibility for the use or misuse of the Bank's assets;</p> <p>(10) shall make full and fair disclosure of its interest in contracts entered into with the Bank and its subsidiary companies;</p> <p>(11) other diligence obligations stipulated by laws, administrative regulations, departmental rules, rules and the Articles of Association.</p>	<p><b>(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;</b></p> <p>(4 5) 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> <p><b>(8) supervise the implementation of the resolutions of the general meetings and the board meetings by the senior management;</b></p> <p>(79) actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws and regulations, and <del>grasp relevant knowledge that shall be possessed as a director</del> <b>perpetuate their professional competence and capability essential to perform their duties;</b></p> <p>(810) be diligent and fulfil duties, and maintain the financial security of the Bank;</p>

No.	Before Amendment	After Amendment
		<p><b>(11) follow high standards of professional ethics and give consideration to the legal interests of the interested parties;</b></p> <p>(9 12) shall assume responsibility for the use or misuse of the Bank's assets;</p> <p>(<del>10</del>13) shall make full and fair disclosure of its interest in contracts entered into with the Bank and its subsidiary companies;</p> <p>(<del>11</del>14) other diligence obligations stipulated by laws, administrative regulations, departmental rules, rules and the Articles of Association.</p>
6	<p>Article 12 The Bank shall take measures to protect directors' right of information, and shall ensure the truthfulness and completeness of the information provided. For matters that need to be decided by the Board of Directors, the Bank shall notify directors and provide relevant information in accordance with the provisions of the Articles of Association of the Bank and these Rules, and take measures to protect directors' right to attend board meetings, provide directors with necessary work conditions for performing their duties and powers.</p> <p>.....</p>	<p>Article 12 The Bank shall take measures to protect directors' right of information, and shall ensure the truthfulness and completeness of the information provided. For matters that need to be decided by the Board of Directors, the Bank shall notify directors and provide relevant information in accordance with the provisions of the Articles of Association of the Bank and these Rules, and take measures to protect directors' right to attend board meetings, provide directors with necessary work conditions for performing their duties and powers.</p> <p>.....</p>
7	<p>Article 16 The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>.....</p> <p>Where the chairman of Board of Directors is unable to perform duties or fails to perform duties, the deputy chairman of the Board of Directors shall perform duties; where the deputy chairman of the Board of Directors is unable to perform duties or fails to perform duties, more than half of the directors shall elect one director to perform duties.</p>	<p>Article 16 The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>.....</p> <p>Where the chairman of Board of Directors is unable to perform duties or fails to perform duties, the deputy chairman of the Board of Directors shall perform duties; where the deputy chairman of the Board of Directors is unable to perform duties or fails to perform duties, more than half of the directors shall elect <del>one</del><b>1</b> director to perform duties.</p>

No.	Before Amendment	After Amendment
8	<p>Article 17 The Bank shall have a secretary to the Board of Directors. The Secretary of the Board shall be the senior management of the Bank and shall be responsible to the Board of Directors. The secretary of the Board of Directors of the Bank shall be a natural person with the requisite professional knowledge and experience, whose main duties shall be to:</p> <p>.....</p>	<p>Article 17 The Bank shall have a secretary to the Board of Directors. The Secretary of the Board shall be the senior management of the Bank and shall be responsible to the Board of Directors. The secretary of the Board of Directors of the Bank shall be a natural person with the requisite professional knowledge and experience, whose main duties shall be to:</p> <p>.....</p>
9	<p>Article 21 The Board of Directors holds at least four (4) meetings every year, once in a quarter, convened by the chairman of Board of Directors, and noticed to all directors, supervisors and the president of the Bank within fourteen (14) days before the regular meeting. At least once a year, the Board of Directors is required to review the effectiveness of the Bank's internal controls.</p>	<p>Article 21 The Board of Directors holds at least <del>four</del> (4) meetings every year, <b>at least once</b> in a quarter, convened by the chairman of Board of Directors, and noticed to all directors, supervisors and the president of the Bank <b>in a written form</b> within <del>fourteen</del> <b>(14) days</b> before the <del>regular</del> meeting. At least once a year, the Board of Directors is required to review the effectiveness of the Bank's internal controls.</p>
10	<p>Article 22 The Bank will hold one meeting chaired by the chairman only with independent non-executive directors every year in order to carry out an independent audit on the business status of the Bank and perform other duties under the Listing Rules.</p>	<p>Article 22 The Bank will hold <del>one</del> <b>(1)</b> meeting chaired by the chairman only with independent non-executive directors every year in order to carry out an independent audit on the business status of the Bank and perform other duties under the Listing Rules.</p>

No.	Before Amendment	After Amendment
11	<p>Article 23 The following persons or institutions may submit proposals to the Board of Directors:</p> <p>(1) shareholders individually or jointly holding more than ten percent (10%) of the voting shares of the Bank;</p> <p>(2) chairman of the Board of Directors;</p> <p>(3) more than one third of directors;</p> <p>(4) more than half of independent directors;</p> <p>(5) special committees of the Board of Directors;</p> <p>(6) the Board of Supervisors ;</p> <p>(7) the president.</p> <p>The office of the Board of Directors shall generally collect proposals from proposers within twenty (20) days before the convening of the meeting. The proposer may designate relevant departments of the Bank as the undertaker and be specifically responsible for the draft, amendment and other work on the proposals. The proposer shall assist the Office of the Board of Directors submitting relevant proposals within the time limit, and shall be held responsible for the legality, accuracy and completeness of the proposals according to relevant laws, administrative regulations, codes and the Articles of Association of the Bank, and shall take the responsibility for interpretation of these proposals. A proposal shall be structurally complete, and include two parts — note and text. When necessary, it shall also introduce the modification and amendment according to directors’ suggestions.</p>	<p>Article 23 The following persons or institutions may submit proposals to the Board of Directors:</p> <p>(1) shareholders individually or jointly holding more than ten percent (10%) of the voting shares of the Bank;</p> <p>(2) chairman of the Board of Directors;</p> <p>(3) more than <del>one third</del> <b>(1/3)</b> of the directors;</p> <p>(4) more than <del>half</del> <b>2</b> of the independent directors;</p> <p>(5) special committees under the Board of Directors;</p> <p>(6) the Board of Supervisors;</p> <p>(7) the president.</p> <p>The office of the Board of Directors shall <del>generally</del> collect proposals from directors proposers <del>within twenty (20) days before the convening of the meeting.</del> <b>in accordance with Proposals’ Management of Board of Directors of Jinzhou Bank.</b> The proposer may designate relevant departments of the Bank as the undertaker and be specifically responsible for the draft, amendment and other work on the proposals. The proposer shall assist the Office of the Board of Directors submitting relevant proposals within the time limit, and shall be jointly held responsible for the legality, accuracy and completeness of the proposals with the undertaker according to relevant laws, administrative regulations, rules and the Articles of the Bank, and shall take the responsibility for interpretation of these proposals. A proposal shall be structurally complete, and include two parts – note and text. When necessary, it shall also introduce the modification and amendment according to directors’ suggestions.</p>

No.	Before Amendment	After Amendment
12	<p>Article 25 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 or the Listing Rules.</p>	<p>Article 25 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 <del>half (1/2)</del> <b>2</b> 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 or Listing Rules.</p>
13	<p>Article 26 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 26 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>

No.	Before Amendment	After Amendment
14	<p>Article 28 The holding of extraordinary board meeting must adhere to the following rules:</p> <p>(1) In case when an extraordinary board meeting is proposed by a shareholder representing more than ten percent(10%) of the voting rights, the supervisory board and the president, all of them shall submit a proposal letter to the board secretary whom will report it to the chairman for convocation of the meeting.</p> <p>(2) In case when an extraordinary board meeting is jointly proposed by more than one-third of the directors and more than half of the independent directors, a proposal letter signed by all directors or independent directors concerned shall be submitted to the board secretary whom will report it to the chairman for convocation of the meeting.</p> <p>(3) In case when an extraordinary board meeting is proposed, all proposers shall submit their reasons and topics. The extraordinary board meeting can only discuss and resolve topics included in the meeting agenda and will not discuss and resolve provisional proposals of directors.</p>	<p>Article 28 The holding of extraordinary board meeting must adhere to the following rules:</p> <p>(1) In case when an extraordinary board meeting is proposed by a shareholder representing more than <del>ten percent(10%)</del> of the voting rights, the supervisory board and the president, all of them shall submit a proposal letter to the board secretary whom will report it to the chairman for convocation of the meeting.</p> <p>(2) In case when an extraordinary board meeting is jointly proposed by more than <del>one-third (1/3)</del> of the directors and more than <del>half (1/2)</del> of the independent directors, a proposal letter signed by all directors or independent directors concerned shall be submitted to the board secretary whom will report it to the chairman for convocation of the meeting.</p> <p>(3) In case when an extraordinary board meeting is proposed, all proposers shall submit their reasons and topics. The extraordinary board meeting can only discuss and resolve topics included in the meeting agenda and will not discuss and resolve provisional proposals of directors.</p>

No.	Before Amendment	After Amendment
15	<p>Article 31 The board meeting shall be attended by directors personally. Regular or interim board meeting may be held by telephone or similar communications equipment, as long as the participating directors can hear speech of other directors and make normal communication, all the participating directors shall be deemed to have personally attended the meeting. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent’s name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal.</p> <p>The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.</p> <p>Except as otherwise required by the Articles of Association of the Bank and the Listing Rules, 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 31 The board meeting shall be attended by directors personally. Regular or interim board meeting may be held by telephone or similar communications equipment, as long as the participating directors can hear speech of other directors and make normal communication, all the participating directors shall be deemed to have personally attended the meeting. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent’s name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal.</p> <p>The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.</p> <p><del>Except as otherwise required by the Articles of Association of the Bank and the Listing Rules, 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.</del></p>

No.	Before Amendment	After Amendment
16	<p>Article 32 Unless it is otherwise required by the listing rules or other applicable provisions of the place on which the Bank's share are listed, the meeting of the Board of Directors may be convened by members attending in person (including video and telephone dial-in) and by way of voting in a communication way. The voting method for the meetings convened by members attending in person is by hand or on a poll, and the voting method for the meetings convened by way of communication is by circulation of a written resolution.</p> <p>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 listen to other Directors clearly and be capable of mutual communication. The meetings of the Board of Directors convened in this manner should be recorded through tape or video. 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 a discrepancy between the two, the opinions orally expressed shall prevail.</p>	<p>Article 32 Unless it is otherwise required by the listing rules or other applicable provisions of the place on which the Bank's share are listed, the meeting of the Board of Directors may be convened by members attending in person (including video and telephone dial-in) and <del>by way of voting in a communication way</del> <b>by way of circulation of a written resolution</b>. The voting method for the meetings convened by members attending in person is by hand or on a poll, <del>and the voting method for the meetings convened by way of communication is by circulation of a written resolution.</del></p> <p><b>The Bank shall record the meeting of the Board of Directors convened by members attending in person through tape or video.</b> 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 listen to other Directors clearly and be capable of mutual communication. <del>The meetings of the Board of Directors convened in this manner should be recorded through tape or video.</del> 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 a discrepancy between the two, the opinions orally expressed shall prevail.</p>

No.	Before Amendment	After Amendment
	<p>Unless otherwise required by the listing rules or applicable provisions of the place on which the Bank's shares are listed, under the prerequisite to sufficiently ensure directors to express opinions, the interim meeting of the Board of Directors may be held in a communication voting method to consider Board resolutions, and the Directors or other Directors entrusted by them shall write "for", "against" or "abstain" on the vote clearly. 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 adopted.</p> <p>If voting on the resolutions is conducted by way of communication, the information on the issues for voting and relevant background shall be delivered to all the Directors at least three days before such voting with reasons for convening a meeting by way of communication.</p> <p>The Bank's 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>Unless otherwise required by the listing rules or applicable provisions of the place on which the Bank's shares are listed, under the prerequisite to sufficiently ensure directors to express opinions, the interim meeting of the Board of Directors <del>may be held in a communication voting method</del> <b>may consider Board resolutions by means of circulation of a written resolution</b>, and the Directors or other Directors entrusted by them shall write "for", "against" or "abstain" on the vote clearly. 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 adopted.</p> <p>If voting on the resolutions is conducted by way of <del>communication</del> <b>written circulation</b>, the information on the issues for voting and relevant background shall be delivered to all the Directors at least <del>three</del><b>3</b> days before such voting with reasons for convening a meeting by way of <del>communication</del> <b>written circulation</b>.</p> <p>The Bank's profit distribution plan, <b>remuneration plan</b>, 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 <del>in a communication way</del> <b>by way of written circulation</b>.</p>
17	<p>Article 36 Minutes of the meeting of the Board shall be kept in the office of the Board as an archive of the Bank. Such minutes shall be kept for ten years.</p>	<p>Article 36 Minutes of the meeting of the Board shall be kept in the office of the Board as an archive of the Bank. Such minutes shall be kept <del>for ten years</del> <b>permanently</b>.</p>

*The English version of this appendix is an unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.*

The proposed amendments to the Rules of Procedures for the Board of Supervisors Meetings are compared against the existing Rules of Procedures for the Board of Supervisors Meetings for ease of reference. After addition of the new articles, the articles will be re-numbered accordingly. The following amendments will become effective upon approval by the Shareholders.

No.	Before Amendment	After Amendment
1	<p>Article 1 In order to determine the duties and responsibilities of the Board of Supervisors of the Bank of Jinzhou Co., Ltd. (the “Bank”), govern the organizational behavior and operating procedures of the Board of Supervisors and determine the responsibilities and obligations of Supervisors, these Rules of Procedures (hereinafter referred to as “these Rules”) are enacted in accordance with the requirements of the relevant laws, regulations, regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions of Articles of Association of Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”) and the Articles of Association of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as “Articles of Association”).</p>	<p>Article 1 In order to determine the duties and responsibilities of the Board of Supervisors of the Bank of Jinzhou Co., Ltd. (the “Bank”), govern the organizational behavior and operating procedures of the Board of Supervisors and determine the responsibilities and obligations of Supervisors, these Rules of Procedures (hereinafter referred to as “these Rules”) are enacted in accordance with the requirements of the relevant laws, regulations, regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, <b>the Corporate Governance Guidelines for Banking and Insurance Institutions</b>, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions of Articles of Association of Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”) and the Articles of Association of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as “Articles of Association”).</p>

No.	Before Amendment	After Amendment
2	<p>Article 4 The Board of Supervisors shall have 8 supervisors which consist of shareholder representatives, external supervisors, and supervisors who represent our staff. The number of external supervisors shall be no less than one third (1/3) of the total number of supervisors. The term of office of a supervisor is three years and renewable upon reelection and reappointment.</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 representative assembly, the general staff meeting or other democratic methods.</p>	<p>Article 4 The Board of Supervisors shall have 8 supervisors which consist of shareholder representatives (<b>hereinafter referred to as the “Shareholder Supervisors”</b>), external supervisors, and supervisors who represent our staff (<b>hereinafter referred to as the “Staff Supervisors”</b>). The number of external supervisors <b>and Staff Supervisors</b> shall be no less than one third (1/3) of the total number of supervisors. The term of office of a supervisor is <del>three</del> <b>3</b> years and renewable upon reelection and reappointment, <b>but external supervisors shall not serve in the Bank for more than 6 years in aggregate.</b></p> <p><del>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</del> <b>Shareholder Supervisors and external supervisors</b> are elected and dismissed by the shareholders’ general meeting, and the <del>staff representatives</del> <b>Staff Supervisors</b> are elected <b>or replaced</b> by the staff and workers of the Bank through the staff representative assembly, the general staff meeting or other democratic methods.</p>

No.	Before Amendment	After Amendment
3	<p>Article 6 The Board of Supervisors has one chairman, one (1) or two (2) vice chairmen. The appointment and dismissal of the chairman and vice chairman of Board of Supervisors shall passed by two thirds of the members of the Board of Supervisors through voting. The chairman of the Board of Supervisors shall be responsible for presiding over the meeting of the Board of Supervisors; and where the chairman of the Board of Supervisors cannot perform such functions or fails to do so, the vice chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the vice chairman of the Board of Supervisors cannot perform such functions or fails to do so, a supervisor jointly elected by more than half (1/2) of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>	<p>Article 6 The Board of Supervisors has <del>one</del><b>one (1)</b> chairman, one (1) or two (2) vice chairmen. The appointment and dismissal of the chairman and vice chairman of Board of Supervisors shall passed by <del>two thirds</del><b>2/3</b> of the members of the Board of Supervisors through voting. The chairman of the Board of Supervisors shall be responsible for presiding over the meeting of the Board of Supervisors; and where the chairman of the Board of Supervisors cannot perform such functions or fails to do so, the vice chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the vice chairman of the Board of Supervisors cannot perform such functions or fails to do so, a <b>one (1)</b> supervisor jointly elected by more than half (1/2) of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>

No.	Before Amendment	After Amendment
4	<p>Article 7 The Board of Supervisors is responsible to the shareholders’ general meeting and exercises the following functions and powers according to law: ..... (3) supervising and evaluating the performance of directors and senior management personnel of the Bank on their duties, reporting the assessment results and reasons for the performance of duties of the directors and senior management personnel to the banking regulatory authority of the State Council within four (4) months after the end of each year, and reporting the assessment results for the performance of duties of the directors and senior management personnel to the shareholders’ general meeting; the performance assessment work is carried out at least once a year; proposing dismissal advice for the directors and senior management personnel that violate laws, administrative regulations, the Articles of Association or resolutions of shareholders’ general meeting; ..... (14) taking legal proceedings against directors and senior management personnel in accordance with Article 152 of the Company Law; ..... (16) other functions and powers conferred by the Articles of Association and the shareholders’ general meeting and other laws and regulations and rules.</p> <p>Supervisors must attend board meetings.</p>	<p>Article 7 The Board of Supervisors is responsible to the shareholders’ general meeting and exercises the following functions and powers according to law: ..... (3) supervising and evaluating the performance of directors and senior management personnel of the Bank on their duties, reporting the assessment results and reasons for the performance of duties of the directors and senior management personnel to the banking regulatory authority of the State Council within four (4) months after the end of each year, and reporting the assessment results for the performance of duties of the directors and senior management personnel to the shareholders’ general meeting; the performance assessment work is carried out at least <b>once</b> a year; proposing dismissal advice for the directors and senior management personnel that violate laws, administrative regulations, the Articles of Association or resolutions of shareholders’ general meeting; ..... (14) taking legal proceedings against directors and senior management personnel in accordance with Article 152<del>1</del> of the Company Law; ..... (16) other functions and powers conferred by the Articles of Association and the shareholders’ general meeting and other laws and regulations and rules.</p> <p><del>Supervisors must attend board meetings.</del></p>

No.	Before Amendment	After Amendment
5	New article	<p><b>Article 8</b> Aside from the duties and powers stated in the laws, administrative rules and the Articles of Association, 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 Company's development strategies;</p> <p>(2) to evaluate and make a report on the scientificity, reasonableness and effectiveness of the Company's development strategies;</p> <p>(3) to supervise and inspecting operational decisions, risk management and internal control of the Company;</p> <p>(4) to supervise the selection procedures of directors;</p> <p>(5) to supervise the implementation of the Company's remuneration systems and ensure that the remuneration proposals for the members of senior management are scientific and rational;</p> <p>(6) other matters stipulated by laws and regulations, regulatory requirements and the Articles of Association.</p> <p>If the Board of Supervisors discovers that problems exist with the way the Board of Directors and the members of senior management are making and implementing of significant financial decisions, the Board of Supervisors shall instruct the Board of Directors to rectify its decision making. When necessary, the Board of Supervisors may report the problematic behavior to the banking regulatory authority.</p> <p>When the Board of Supervisors detects any abnormal trading volatility in the Bank, it shall make enquiries of the Board of Directors or the members of senior management.</p>

No.	Before Amendment	After Amendment
6	<p>Article 10 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. Notice and meeting documents shall be sent to all supervisors 5 working days in advance of the interim meeting of the Board of Supervisors.</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>If all the external supervisors consider that the information relating to the resolutions to be discussed by the Board of Supervisors is insufficient or that the elaboration regarding the resolutions is unclear, they may jointly make a written proposal to postpone the convening of meeting or the review of the relevant resolution, and the Board of Supervisors shall adopt the proposal.</p>	<p>Article 10<del>1</del> 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 <b>chairman</b> 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. <del>Notice and meeting documents shall be sent to all supervisors 5 working days in advance of the interim meeting of the Board of Supervisors.</del></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><b>The voting of resolutions of the Board of Supervisors Meetings shall be through meeting or written circulation.</b></p> <p>If all the external supervisors consider that the information relating to the resolutions to be discussed by the Board of Supervisors is insufficient or that the elaboration regarding the resolutions is unclear, they may jointly make a written proposal to postpone the convening of meeting or the review of the relevant resolution, and the Board of Supervisors shall adopt the proposal.</p>

No.	Before Amendment	After Amendment
7	<p>Article 11 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 11<b>2</b> An interim meeting of the Board of Supervisors shall be convened and presided over by the chairman of the <b>Board</b> of Supervisors within ten (10) days if any of the following events occurs:</p> <p>(1) the <b>chairman</b> of the Board of Supervisors deems the meeting to be necessary;</p> <p>.....</p>
8	<p>Article 12 The Board of Supervisors may invite directors, president and other senior management personnel of the Company to attend its meetings as nonvoting delegates.</p>	<p>Article 12<b>3</b> The Board of Supervisors may invite directors, president and other senior management personnel of the <del>Company</del> <b>Bank</b> to attend its meetings as nonvoting delegates.</p>
9	<p>Article 14 The meetings of the Board of Supervisors shall be held only if not less than two thirds of all supervisors are present. Resolutions of the meetings of the Board of Supervisors are voted on by poll. Each supervisor shall have one vote.</p>	<p>Article 14<b>5</b> The meetings of the Board of Supervisors shall be held only if not less than <del>two-thirds</del> <b>2/3</b> of all supervisors are present. Resolutions of the meetings of the Board of Supervisors are voted on by poll. Each supervisor shall have one vote, <b>and the Board of Supervisors shall consider the proposal(s) put forward by any supervisor.</b></p>
10	<p>Article 16 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 and external supervisor shall work for the Bank for not less than fifteen (15) working days each year.</p>	<p>Article 16<b>7</b> 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 <b>live</b> 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 and external supervisor shall work for the Bank for not less than fifteen (15) working days each year.</p>

No.	Before Amendment	After Amendment
11	Article 17 Each supervisor shall have one vote. The Board of Supervisors shall consider the proposal(s) put forward by any supervisor.	Deleted
12	Article 18 The resolutions of the regular meetings of the Board of Supervisors and those of the interim meetings of the Board of Supervisors are resolutions of the Board of Supervisors, and shall be passed by no less than two thirds of all supervisors.	Article 18 The resolutions of the regular meetings of the Board of Supervisors and those of the interim meetings of the Board of Supervisors are resolutions of the Board of Supervisors, and shall be passed by no less than <del>two thirds</del> <b>2/3</b> of all supervisors.
13	Article 23 The office of the Board of Supervisors shall well preserve the relevant files and materials of the Board of Supervisors and shall compile them into books for reference.	<p>Article 23 <del>The office of the Board of Supervisors shall well preserve the relevant files and materials of the Board of Supervisors and shall compile them into books for reference.</del> <b>The files of meetings of the Board of Supervisors, including, inter alia, notices of meetings and meeting materials, meeting attendance signature records, audio recordings of meetings, voting results, minutes of meetings and announcements of resolutions signed and confirmed by supervisors who attended the respective meetings, shall be kept in custody by the office of the Board of Supervisors.</b></p> <p><b>The records of meetings of the Board of Supervisors shall be kept permanently.</b></p>
14	Article 27 For any item not provided under these Rules, the relevant provisions of the Articles of Association shall be applicable for its execution with reference to the Company Law and the Listing Rules. .....	Article 27 For any item not provided under these Rules, <del>the relevant provisions of the Articles of Association</del> <b>the Company Law or other laws and regulations and regulatory requirements as well as the Articles of Association</b> shall be applicable for its execution with reference to the <del>Company Law and the Listing Rules.</del> .....

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## SUPPLEMENTAL NOTICE OF EGM

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锦州银行股份有限公司

**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)**

### SUPPLEMENTAL NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

**REFERENCE IS MADE TO** the notice of 2021 first extraordinary general meeting (the “EGM”) issued on 9 August 2021 (the “**Original Notice**”) by Bank of Jinzhou Co., Ltd. (the “**Bank**”) which sets out the resolutions to be considered by the shareholders of the Bank (the “**Shareholders**”) at the EGM to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on Friday, 24 September 2021.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following resolutions in addition to the resolution set out in the Original Notice. Apart from the amendments set out in this supplemental notice, all the information contained in the Original Notice remains valid and effective.

#### ORDINARY RESOLUTIONS

2. To consider and approve the amendments to the Rules of Procedures for Shareholders’ General Meetings;
3. To consider and approve the amendments to the Rules of Procedures for Board Meetings; and
4. To consider and approve the amendments to the Rules of Procedures of the Board of Supervisors Meetings.

#### SPECIAL RESOLUTION

5. To consider and approve the amendments to the Articles of Association.

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

Jinzhou, Liaoning, the PRC

8 September 2021

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## SUPPLEMENTAL NOTICE OF EGM

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*Notes:*

1. The register of members of the Bank has been closed from Wednesday, 25 August 2021 to Friday, 24 September 2021, both days inclusive, during which period no transfer of the Bank's shares (the "Shares") will be effected. In order to be qualified to attend and vote at the EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H share registrar of the Bank (in respect of H Shares), namely Computershare Hong Kong Investor Services Limited, or to the Bank's registered office in the PRC (in respect of domestic Shares) no later than 4:30 p.m. on Tuesday, 24 August 2021.
2. Shareholders of the Bank (the "Shareholders") who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy needs not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the revised form of proxy must be deposited, for the holders of H Shares, to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, or for the holders of domestic Shares, to the Bank's registered office in the PRC, not less than 24 hours before the time for holding the EGM (i.e. by Thursday, 23 September 2021 at 9:30 a.m.). If the revised form of proxy is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the revised proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.

**In order to prevent the spread of Novel Coronavirus (COVID-19) and ensure the health and safety of the Shareholders, it is suggested that Shareholders consider appointing the chairman of the EGM as his/her/its proxy to vote at the EGM instead of attending the EGM in person.**

5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoints authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Bank. Proxies shall produce their identity documents and the form of proxy signed by the Shareholders or their attorney when attending the EGM.
6. If a Shareholder has not yet returned the original form of proxy for the EGM which was dispatched by the Bank on 9 August 2021 (the "**Original Form of Proxy**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the EGM on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
7. If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
  - (a) If no revised form of proxy is lodged, the Original Form of Proxy, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy;
  - (b) If the revised form of proxy is lodged before 9:30 a.m. on Thursday, 23 September 2021 (the "**Closing Time**"), the revised form of proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by the Shareholders. The revised form of proxy will be treated as a valid proxy form lodged by the Shareholder; and
  - (c) If the revised form of proxy is lodged after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the revised form of proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no revised form of proxy was lodged.

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## SUPPLEMENTAL NOTICE OF EGM

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8. Shareholders who intend to attend the EGM should complete and return the reply slip in writing by hand or by post to the Bank's H share registrar (for holders of H Shares) or the registered office of the Bank in the PRC (for holders of domestic Shares) on or before Saturday, 4 September 2021.
9. The EGM is expected to be held for less than half a day.
10. The name and address of the Bank's H share registrar is as follows:

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

Tel: 852-2862 8555  
Fax: 852-2865 0990
11. The registered office of the Bank in the PRC is as follows:

No. 68 Keji Road  
Jinzhou City  
Liaoning Province  
The PRC

Contact person: An Wei  
Tel: 86-416-4516081
12. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.
13. The details of the aforesaid resolutions proposed for the consideration and approval of the EGM is set out in the circulars despatched by the Bank.

*As at the date of this supplemental notice, the board of directors of the Bank 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.*