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**晋商银行**  
Jinshang Bank

**JINSHANG BANK CO., LTD.\***

**晉商銀行股份有限公司\***

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

**(Stock Code: 2558)**

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

The board of directors (the “**Board**”) of JINSHANG BANK CO., LTD.\* (the “**Bank**”) convened a Board meeting on November 23, 2021, and considered and approved, among others, the resolutions on proposed amendments to the Articles of Association of JINSHANG BANK CO., LTD. (the “**Articles of Association**”).

According to “Corporate Governance Guidelines for Banking and Insurance Institutions” promulgated and implemented by China Banking and Insurance Regulatory Commission (Yin Bao Jian Fa [2021] No. 14) (銀保監發[2021]14 號) on June 2, 2021 and the relevant regulatory requirements, combined with the actual situation of the Bank, the Bank proposes to amend part of the existing provisions of the Articles of Association. Details of the proposed amendments are set out in the Appendix of this announcement.

The proposed amendments to the current Articles of Association will be subject to the approval of the shareholders of the Bank at the upcoming shareholders’ general meeting by way of special resolutions, and will take effect on the date of approval from China Banking Insurance and Regulatory Authorities. A circular and a notice of the shareholders’ general meeting containing, among other things, details on the proposed amendments will be despatched to the shareholders of the Bank in due course.

By order of the Board  
**Jinshang Bank Co., Ltd.\***  
**LI Weiqiang**  
*Joint Company Secretary*

Taiyuan, November 23, 2021

*As at the date of this announcement, the Board comprises Ms. HAO Qiang and Mr. ZHANG Yunfei as executive directors; Mr. LI Shishan, Mr. XIANG Lijun, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun as non-executive directors; Mr. JIN Haiteng, Mr. SUN Shihu, Mr. WANG Liyan, Mr. DUAN Qingshan, Mr. SAI Zhiyi and Mr. YE Xiang as independent non-executive directors.*

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

## APPENDIX:

Particulars of the proposed amendments are set out as follows:

Original Articles	Articles after the Amendments
<p>Article 1 To safeguard the legitimate rights and interests of Jinshang Bank Co., Ltd. (hereinafter referred to as the “Bank”), the shareholders and the creditors and to regulate the organization and conduct of the Bank, the Articles of Association are formulated pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as Company Law), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as Commercial Banking Law), the Securities Law of the People’s Republic of China (hereinafter referred to as Securities Law), the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as Special Regulations), Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on the Corporate Governance of Commercial Banks, the Interim Measures for Management of Commercial Bank Equity, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Listing Rules), the Constitution of the Communist Party of China (hereinafter referred to as Party Constitution) and other relevant laws, administrative regulations and rules.</p>	<p>Article 1 To safeguard the legitimate rights and interests of Jinshang Bank Co., Ltd. (hereinafter referred to as the Bank), the shareholders and the creditors and to regulate the organization and conduct of the Bank, the Articles of Association are formulated pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as Company Law), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as Commercial Banking Law), the Securities Law of the People’s Republic of China (hereinafter referred to as Securities Law), the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as Special Regulations), Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, <b><u>Corporate Governance Guidelines for Banking and Insurance Institutions</u></b> <del>the Guidelines on the Corporate Governance of Commercial Banks</del>, the Interim Measures for Management of Commercial Bank Equity, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as Hong Kong Listing Rules), the Constitution of the Communist Party of China (hereinafter referred to as Party Constitution) and other relevant laws, administrative regulations and rules.</p>

Original Articles	Articles after the Amendments
<p>Article 11 “Senior management staff” mentioned in the Articles of Association refer to members of the senior management, secretary of the Board, and chief audit (compliance) officer of the Bank. “Members of the senior management” mentioned in the Articles of Association refer to president, vice president, assistant to the president, chief financial officer, chief risk officer, chief operation officer, chief technology information officer, chief human resources officer, chief data officer and marketing director.</p>	<p>Article 11 “Senior management staff” mentioned in the Articles of Association refer to members of the senior management, secretary of the Board, and chief audit (<del>compliance</del>) officer of the Bank. “Members of the senior management” mentioned in the Articles of Association refer to president, vice president, assistant to the president, chief financial officer, chief risk officer, <del>chief operation officer</del>, chief technology information officer, chief human resources officer, <b><u>chief compliance officer</u></b> <del>chief data officer and marketing director</del>.</p>
<p>Article 65 Shareholders of ordinary shares of the Bank shall assume the following obligations:</p> <p>(I) To abide by the laws, administrative regulations, regulatory provisions and the Articles of Association;</p> <p>(II) To contribute to the share capital with the amount as determined by the number of shares subscribed by them and the method of capital contribution;</p> <p>(III) Not to withdraw their share capital contribution except for circumstances allowed by the laws and administrative regulations;</p>	<p>Article 65 Shareholders of ordinary shares of the Bank shall assume the following obligations:</p> <p>(I) To abide by the laws, administrative regulations, regulatory provisions and the Articles of Association;</p> <p>(II) To contribute to the share capital with the amount as determined by the number of shares subscribed by them and the method of capital contribution. <b><u>Shareholders shall use their own funds obtained from legal sources to acquire equity of the Bank, rather than using entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations or regulatory system;</u></b></p> <p>(III) Not to withdraw their share capital contribution except for circumstances allowed by the laws and administrative regulations;</p>

Original Articles	Articles after the Amendments
<p>(IV) To perform the obligation of good faith to the Bank according to law, and to ensure the shareholders' qualification information submitted is true, complete and valid. Substantial shareholders shall report to the Board in a complete, prompt and accurate manner information about its related parties, its related party relationship with other shareholders and its shareholdings in other banking financial institutions, and shall undertake that they will promptly report to the Board any change in the related party relationship;</p> <p>(V) Shareholders, particularly substantial shareholders, shall exercise their rights as contributors in strict compliance with laws, administrative regulations, rules and the Articles of Association, fulfill the obligations of capital contributor, and shall not abuse shareholders' rights or utilize its influence to intervene in the decision-making power and management power that the Board and the senior management are entitled to in accordance with the Articles of Association, or directly intervene in or utilize influence to intervene in the business management of the Bank bypassing the Board and the senior management, conduct tunneling, or damage the legitimate rights and interests of any depositor, the Bank or any other shareholder in any other form;</p> <p>(VI) Shareholders, particularly substantial shareholders, shall support the reasonable capital plans formulated by the Board to keep the Bank's capital in compliance with regulatory requirements. When the Bank's capital fails to comply with the regulatory requirements, a capital replenishment plan shall be made to enable the capital adequacy ratio to satisfy the regulatory requirements within the time framework, and other measures to replenish capital such as increase of core capital shall be taken. The substantial shareholders shall not hinder other shareholders from replenishing the capital of the Bank or new eligible shareholders from participating;</p>	<p>(IV) To perform the obligation of good faith to the Bank according to law, <b><u>to truthfully provide the Bank with information including financial information, shareholding structure, sources of share subscription, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions etc. according to the laws, regulations and regulatory provisions</u></b> and to ensure the shareholders' qualification information submitted is true, complete and valid. Substantial shareholders shall report to the Board in a complete, prompt and accurate manner information about its related parties, its related party relationship with other shareholders and its shareholdings in other banking financial institutions, and shall undertake that they will promptly report to the Board any change in the related party relationship;</p> <p><b><u>(V) To comply with the regulatory provisions in relation to shareholding ratio and number of shareholding institutions, and not to authorize others or accept any authorization from others to hold or manage the equity of the Bank;</u></b></p> <p><b><u>(VI) The relevant shareholders shall inform the changes in controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders to the Bank in written form in time according to the laws, regulations and regulatory provisions;</u></b></p>

Original Articles	Articles after the Amendments
<p>(VII) Substantial shareholders shall make a long-term commitment to the Bank in writing regarding capital replenishment, under which it commits to performing the obligation of capital injection after seeking approval in accordance with relevant provisions and procedures if the capital adequacy ratio fails to meet the regulatory requirements through market financing when the market environment sustains adverse change and the Bank faces difficulty in operation, as a part of the Bank’s capital plans;</p> <p>(VIII) If an investor and his or her related party(ies) and person(s) acting in concert individually or collectively intend to initially hold or accumulatively increase their shareholding by more than 5% of the total shares of the Bank, he or she shall seek approval from banking regulatory institutions in advance. If an investor and his or her related party(ies) and person(s) acting in concert individually or collectively hold more than 1% but less than 5% of the total shares of the Bank, he or she shall report to banking regulatory institutions within ten working days after obtaining such shareholding rights. Shareholders who shall but fail to seek approval from or fail to report to regulatory authorities shall not exercise such rights as the right to request convening the Shareholders’ general meeting, voting right, right of nomination, right of making motions and right of disposition;</p>	<p><b><u>(VII) To inform the following events of the shareholders to the Bank in written form in time according to the laws, regulations and regulatory provisions: merger and spin-off, being subject to measures including suspension of operation for rectification, designated custody, takeover or cancellation, or enter into dissolution, liquidation or bankruptcy procedure, or changes in their legal representative, company names, places of operation, scope of operation and other material events;</u></b></p> <p><b><u>(VIII) To inform the Bank in written form in time according to the laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation or arbitration, subject to legal enforcement by judicial authorities, subject to pledge, or discharged from pledge;</u></b></p> <p><b><u>(IX) Shareholders who transfer or pledge their shares of the Bank or conduct related transactions with the Bank shall comply with the laws, regulations and regulatory provisions, and shall not impair the interests of other shareholders and the Bank;</u></b></p>

Original Articles	Articles after the Amendments
<p>(IX) For any shareholder who has made any misrepresentation, abuses shareholder’s rights or commits other acts that harm the interests of the Bank, the banking regulatory authorities under the State Council or its local offices may restrict or prohibit any related party transactions between the Bank and him/her and restrict the quota of the Bank’s equity held by him/her and equity pledge ratio as well as his/her rights including the right to request convening the Shareholders’ general meeting, voting right, right of nomination, right of making motions and right of disposition;</p> <p>(X) Credit terms offered by the Bank to shareholders thereof shall not be more favourable than similar credit terms to other customers;</p> <p>(XI) If a shareholder, particularly a substantial shareholder, fails to repay any due credit to the Bank, the voting right of such shareholder at the Shareholders’ general meeting or the voting right of the director(s) appointed by such shareholder at the Board meeting shall be restricted. The Bank shall have the right to withhold the dividends receivable by such shareholders preferentially as repayment of their overdue loans with the Bank. Any assets to be distributed to such shareholders in the Bank’s liquidation process shall be used in priority for the repayment of their outstanding loans with the Bank;</p> <p>(XII) To assume other obligations required by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders do not have the obligation to increase any share capital unless under the conditions accepted by the subscribers at the time of subscription.</p>	<p>(<del>XV</del>) Shareholders, particularly substantial shareholders, shall exercise their rights as contributors in strict compliance with laws, administrative regulations, rules and the Articles of Association, fulfill the obligations of capital contributor, and <b><u>shareholders and their controlling shareholders or de facto controllers</u></b> shall not abuse shareholders’ rights <b><u>or exploit their related relationships</u></b> or utilize its influence to intervene in the decision – making power and management power that the Board and the senior management are entitled to in accordance with the Articles of Association, or directly intervene in or utilize influence to intervene in the business management of the Bank bypassing the Board and the senior management, conduct tunneling, or damage the legitimate rights and interests of any depositor, the Bank or, any other shareholder <b><u>or stakeholders</u></b> in any other form;</p> <p>(<del>XIV</del>) Shareholders, particularly substantial shareholders, shall support the reasonable capital plans formulated by the Board to keep the Bank’s capital in compliance with regulatory requirements. When the Bank’s capital fails to comply with the regulatory requirements, a capital replenishment plan shall be made to enable the capital adequacy ratio to satisfy the regulatory requirements within the time framework, and other measures to replenish capital such as increase of core capital shall be taken. The substantial shareholders shall not hinder other shareholders from replenishing the capital of the Bank or new eligible shareholders from participating;</p> <p>(<del>XII</del>) Substantial shareholders shall make a long-term commitment to the Bank in writing regarding capital replenishment, under which it commits to performing the obligation of capital injection after seeking approval in accordance with relevant provisions and procedures if the capital adequacy ratio fails to meet the regulatory requirements through market financing when the market environment sustains adverse change and the Bank faces difficulty in operation, as a part of the Bank’s capital plans;</p>

Original Articles	Articles after the Amendments
	<p data-bbox="810 187 1471 370"><del>(XIII)</del> If an investor and his or her related party(ies) and person(s) acting in concert individually or collectively intend to initially hold or accumulatively increase their shareholding by more than</p> <p data-bbox="810 372 1471 974">5% of the total shares of the Bank, he or she shall seek approval from banking regulatory institutions in advance. If an investor and his or her related party(ies) and person(s) acting in concert individually or collectively hold more than 1% but less than 5% of the total shares of the Bank, he or she shall report to banking regulatory institutions within ten working days after obtaining such shareholding rights. Shareholders who shall but fail to seek approval from or fail to report to regulatory authorities shall not exercise such rights as the right to request convening the Shareholders' general meeting, voting right, right of nomination, right of making motions and right of disposition;</p> <p data-bbox="810 1010 1471 1500"><del>(XIV)</del> For any shareholder who has made any misrepresentation, abuses shareholder's rights or has other acts that harm the interests of the Bank, the banking regulatory authorities under the State Council or its local offices may restrict or prohibit any related party transactions between the Bank and him/her and restrict the quota of the Bank's equity held by him/her and equity pledge ratio as well as his/her rights including the right to request convening the Shareholders' general meeting, voting right, right of nomination, right of making motions and right of disposition;</p> <p data-bbox="810 1536 1471 1685"><del>(XV)</del> Credit terms offered by the Bank to shareholders thereof shall not be more favourable than similar credit terms to other customers;</p>

Original Articles	Articles after the Amendments
	<p data-bbox="810 193 1469 710"><del>(XVI)</del> If a shareholder, particularly a substantial shareholder, fails to repay any due credit to the Bank, the voting right of such shareholder at the Shareholders’ general meeting or the voting right of the director(s) appointed by such shareholder at the Board meeting shall be restricted. The Bank shall have the right to withhold the dividends receivable by such shareholders preferentially as repayment of their overdue loans with the Bank. Any assets to be distributed to such shareholders in the Bank’s liquidation process shall be used in priority for the repayment of their outstanding loans with the Bank;</p> <p data-bbox="810 753 1469 932"><b><u>(XVII) In case of a risk event or a major violation on part of the Bank, the shareholders shall cooperate with the regulatory authorities in investigation and risk disposal;</u></b></p> <p data-bbox="810 974 1469 1081"><del>(XVIII)</del> Other obligations required by laws, administrative regulations and the Articles of Association.</p> <p data-bbox="810 1123 1469 1272">Shareholders shall not assume the obligation to increase any share capital unless the conditions accepted by the subscribers at the time of subscription.</p> <p data-bbox="810 1315 1469 1647"><b><u>In case of a material risk event of the Bank, the Bank shall adopt an appropriate loss absorption and risk mitigation mechanism according to the requirements of relevant laws and regulations. The shareholders shall fulfill corresponding obligations and bear corresponding responsibilities according to the corresponding loss absorption and risk mitigation mechanism.</u></b></p> <p data-bbox="810 1689 1469 1944"><b><u>If substantial shareholders of the Bank violate their commitments, the Bank has the right to take corresponding restrictive measures against such shareholders pursuant to relevant laws and regulations and the requirements of the regulatory authorities.</u></b></p>



Original Articles	Articles after the Amendments
<p>Article 69 The Shareholders’ general meeting is the supreme authority of the Bank and shall exercise the following functions and powers according to laws:</p> <p>(I) determining the business policy and extremely important investment plans of the Bank;</p> <p>(II) electing and changing directors and determining the emoluments of directors;</p> <p>(III) electing and changing non-employee representative supervisors and determining the emoluments of supervisors;</p> <p>(IV) reviewing and approving the reports of the Board of Directors;</p> <p>(V) reviewing and approving the reports of the Board of Supervisors;</p> <p>(VI) listening to the evaluation on directors by the Board of Directors and the mutual evaluation result reports of independent directors;</p> <p>(VII) listening to the evaluation on supervisors by the Board of Supervisors and the mutual evaluation result reports of external supervisors;</p> <p>(VIII) reviewing and approving the annual financial budgets and financial accounts of the Bank;</p> <p>(IX) reviewing and approving profit distribution plans and loss recovery plans of the Bank;</p> <p>(X) reviewing and approving extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee and extremely important related party transactions of the Bank;</p>	<p>Article 69 The Shareholders’ general meeting is the supreme authority of the Bank and shall exercise the following functions and powers according to laws:</p> <p>(I) determining the business policy and extremely important investment plans of the Bank;</p> <p>(II) electing and changing directors and determining the emoluments of directors;</p> <p>(III) electing and changing non-employee <del>representative</del> supervisors and determining the emoluments of supervisors;</p> <p>(IV) reviewing and approving the reports of the Board of Directors;</p> <p>(V) reviewing and approving the reports of the Board of Supervisors;</p> <p>(VI) listening to the evaluation on directors by the Board of <del>Directors</del> <u>Supervisors</u> and the mutual evaluation result reports of independent directors;</p> <p>(VII) listening to the evaluation on supervisors by the Board of Supervisors and the mutual evaluation result reports of external supervisors;</p> <p>(VIII) reviewing and approving the annual financial budgets and financial accounts of the Bank;</p> <p>(IX) reviewing and approving profit distribution plans and loss recovery plans of the Bank;</p> <p>(X) reviewing and approving extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee and extremely important related party transactions of the Bank;</p>

Original Articles	Articles after the Amendments
<p>(XI) resolving on the increase or decrease in the registered capital of the Bank;</p> <p>(XII) resolving on the issuance of bonds or the listing of the Bank;</p> <p>(XIII) resolving on the merger, division, dissolution, liquidation or change in the corporate form of the Bank;</p> <p>(XIV) amending the Articles of Association;</p> <p>(XV) resolving on the appointment, dismissal or non-reappointment of accounting firms of the Bank;</p> <p>(XVI) reviewing the Bank's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>(XVII) reviewing and approving matters relating to changes in the use of proceeds from share offerings;</p> <p>(XVIII) reviewing the equity incentive scheme;</p> <p>(XIX) reviewing the proposals by the shareholders individually or jointly holding more than 3% of the voting shares of the Bank;</p> <p>(XX) reviewing and approving other issues which should be determined by the Shareholders' general meeting as stipulated by laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Articles of Association.</p>	<p>(XI) resolving on the increase or decrease in the registered capital of the Bank;</p> <p>(XII) resolving on the issuance of bonds or the listing of the Bank;</p> <p>(XIII) resolving on the merger, division, dissolution, liquidation or change in the corporate form of the Bank;</p> <p>(XIV) amending the Articles of Association;</p> <p><b><u>(XV) reviewing and approving the Rules of Procedures for the Shareholders' General Meeting, the Board of Directors and the Board of Supervisors;</u></b></p> <p><b><u>(XVI) passing a resolution in relation to the acquisition of the shares of the Bank in accordance with the requirements of the laws and the Articles of Association;</u></b></p> <p>(XVII) resolving on the appointment, dismissal or non-reappointment of accounting firms of the Bank <b><u>for regular legal audit of the Bank's financial statements;</u></b></p> <p>(XVIII) reviewing the Bank's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>(<del>XIX</del><del>VII</del>) reviewing and approving matters relating to changes in the use of proceeds from share offerings;</p> <p>(<del>XXX</del><del>VII</del>) reviewing <b><u>and approving the plans of</u></b> the equity incentive scheme;</p> <p>(<del>XXI</del><del>IX</del>) reviewing the proposals by the shareholders individually or jointly holding more than 3% of the voting shares of the Bank;</p> <p>(XXII) reviewing and approving other issues which should be determined by the Shareholders' general meeting as stipulated by laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Articles of Association.</p>

Original Articles	Articles after the Amendments
<p>The above issues falling within the authority of the Shareholders’ general meeting shall be reviewed and determined by the Shareholders’ general meeting, but in necessary, reasonable and lawful circumstances, the Shareholders’ general meeting may authorize the Board to decide on such issues. The contents of the authorization shall be specific and detailed. The authorization of the Shareholders’ general meeting to the Board, if the authorized matters should be adopted by the Shareholders’ general meeting with ordinary resolutions according to the Articles of Association, shall be subject to the approval of the shareholders present at the Shareholders’ general meeting (including proxies of shareholders) with more than half of the voting rights; if the authorized matters should be adopted by the Shareholders’ general meeting with special resolutions according to the Articles of Association, the authorization shall be subject to the approval of the shareholders present at the Shareholders’ general meeting (including proxies of shareholders) with more than two thirds of the voting rights.</p>	<p>The above issues falling within the authority of the Shareholders’ general meeting shall <b><u>not be granted to the Board, other institutions or individuals</u></b> <del>be reviewed and determined by the Shareholders’ general meeting, but in necessary, reasonable and lawful circumstances, the Shareholders’ general meeting may authorize the Board to decide on such issues. The contents of the authorization shall be specific and detailed. The authorization of the Shareholders’ general meeting to the Board, if the authorized matters should be adopted by the Shareholders’ general meeting with ordinary resolutions according to the Articles of Association, shall be subject to the approval of the shareholders present at the Shareholders’ general meeting (including proxies of shareholders) with more than half of the voting rights; if the authorized matters should be adopted by the Shareholders’ general meeting with special resolutions according to the Articles of Association, the authorization shall be subject to the approval of the shareholders present at the Shareholders’ general meeting (including proxies of shareholders) with more than two thirds of the voting rights.</del></p>
<p>Article 100 The Bank shall formulate the rules of procedure for the Shareholders’ general meeting, and specify the convening and voting procedures of Shareholders’ general meetings, including notification, registration and consideration of proposals, voting and counting of ballots, announcement of voting results, formation of meeting resolutions, minutes and signature and announcement of the minutes, and the principle and contents of authorization of the Board on Shareholder’s general meetings. The rules of procedure for Shareholder’s general meetings shall be drafted by the Board of Directors and approved by the Shareholder’s general meetings.</p>	<p>Article 100 The Bank shall formulate the rules of procedure for the Shareholders’ general meeting, and specify the convening and voting procedures of Shareholders’ general meetings, including notification, registration and consideration of proposals, voting and counting of ballots, announcement of voting results, formation of meeting resolutions, minutes and signature and announcement of the minutes, and the principle and contents of authorization of the Board on Shareholder’s general meetings. The rules of procedure for Shareholder’s general meetings shall be <b><u>formulated</u></b> <del>drafted</del> by the Board of Directors and <b><u>implemented upon examination and approval</u></b> <del>approved</del> <b><u>by</u></b> the Shareholder’s general meetings.</p>

Original Articles	Articles after the Amendments
<p>Article 105 The convener shall ensure the minutes are true, accurate and complete. The directors and supervisors attending the meeting, the secretary of the Board, the convener or representative thereof and presider shall sign the minutes. The minutes shall be kept as archives by the Bank at the domicile of the Bank for at least 10 years together with the book of signatures of the attending shareholders, the power of attorney of the attending proxies, votes and other valid information.</p>	<p>Article 105 The convener shall ensure the minutes are true, accurate and complete. The directors and supervisors attending the meeting, the secretary of the Board, the convener or representative thereof and presider shall sign the minutes. The minutes shall be kept as archives by the Bank at the domicile of the Bank for a <b>perpetual term</b> <del>at least 10 years</del> together with the book of signatures of the attending shareholders, the power of attorney of the attending proxies, votes and other valid information.</p>
<p>Article 109 The following issues shall be approved by ordinary resolutions at a Shareholders' general meeting:</p> <p>...</p> <p>(III) appointment, dismissal, remuneration and payment methods of the members of the Board of Directors and members of the Board of Supervisors;</p> <p>...</p> <p>(V) appointment, dismissal or non – reappointment of accounting firms;</p> <p>...</p>	<p>Article 109 The following issues shall be approved by ordinary resolutions at a Shareholders' general meeting:</p> <p>...</p> <p>(III) appointment, dismissal (<b>except for the dismissal of independent directors</b>), remuneration and payment methods of the members of the Board of Directors and members of the Board of Supervisors;</p> <p>...</p> <p>(V) appointment, dismissal or non – reappointment of accounting firm <b>that provides regular statutory audit on financial reports of the Bank</b>;</p> <p>...</p>

Original Articles	Articles after the Amendments
<p>Article 110 The following issues shall be approved by special resolutions at a Shareholders’ general meeting:</p> <p>(I) an increase or decrease in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank;</p> <p>(II) the issuance of bonds or listing of the Bank;</p> <p>(III) the division, merger, dissolution, liquidation or change in the corporate form of the Bank;</p> <p>(IV) amendments to the Articles of Association;</p> <p>(V) matters concerning purchases or sales of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank; (VI) equity incentive schemes; and</p> <p>(VII) any other matters confirmed by the Shareholders’ general meeting by an ordinary resolution that they may have a material effect on the Bank and should be adopted by a special resolution.</p>	<p>Article 110 The following issues shall be approved by special resolutions at a Shareholders’ general meeting:</p> <p>(I) an increase or decrease in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank;</p> <p>(II) the issuance of bonds or listing of the Bank;</p> <p>(III) the division, merger, dissolution, liquidation or change in the corporate form of the Bank;</p> <p>(IV) amendments to the Articles of Association;</p> <p>(V) <b><u>dismissal of independent directors;</u></b></p> <p>(<del>V</del><b>VI</b>) matters concerning purchases or sales of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>(<del>V</del><b>H</b><b>VII</b>) <b><u>consideration and approval of plans on</u></b> equity incentive schemes; and</p> <p>(<del>V</del><b>H</b><b>VIII</b>) any other matters confirmed by the Shareholders’ general meeting by an ordinary resolution that they may have a material effect on the Bank and should be adopted by a special resolution.</p>

Original Articles	Articles after the Amendments
<p>Article 137 The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. If the term of office of a director expires but re-election is not made responsively so that the membership of the Board falls short of the quorum, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Articles of Association until a new director is elected.</p>	<p>Article 137 The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. <b><u>When the term of office of a director expires, or the membership of the Board falls short of the minimum number specified in the Company Law or two-thirds of the number specified in the Articles of Association, the Bank shall promptly initiate the director election procedure and convene a Shareholders’ general meeting to elect directors.</u></b> If the term of office of a director expires but re-election is not made responsively so that the membership of the Board falls short of the quorum, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Articles of Association until a new director is elected.</p>
<p>Article 140 Directors shall observe the laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Articles of Association, and fulfill the following obligations of diligence to the Bank:</p> <p>(I) to exercise the rights conferred by the Bank with due discretion, care and diligence to ensure the business operations of the Bank comply with the laws, administrative regulations and various economic policies of the state, and are within the business scope specified in the business license of the Bank;</p> <p>(II) to treat all shareholders impartially;</p> <p>(III) to carefully read various business and financial reports of the Bank and keep informed of the operation and management conditions of the Bank;</p>	<p>Article 140 Directors shall observe the laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Articles of Association, and fulfill the following obligations of diligence to the Bank:</p> <p>(I) to exercise the rights conferred by the Bank with due discretion, care and diligence to ensure the business operations of the Bank comply with the laws, administrative regulations and various economic policies of the state, and are within the business scope specified in the business license of the Bank;</p> <p><b><u>(II) to continuously pay attention to the operation and management status of the Bank, and have the right to require the senior management to provide relevant materials reflecting the operation and management status of the Bank in a comprehensive, timely and accurate manner or to give explanations on relevant issues;</u></b></p> <p><b><u>(III) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;</u></b></p>

Original Articles	Articles after the Amendments
<p>(IV) to exercise personally the management and discretion right lawfully vested in them and not to allow themselves to be controlled by others and, save as permitted by laws and administrative regulations or approved by the general meeting, not to transfer their discretion right to others;</p> <p>(V) to sign written confirmations of the regular reports issued by the Bank and to ensure the information disclosed by the Bank is true, accurate and complete;</p> <p>(VI) to honestly provide the Board of Supervisors with relevant information, not to prevent the Board of Supervisors or supervisors from exercising their functions and powers;</p> <p>(VII) to accept the lawful supervision and rational suggestions of the Board of Supervisors on their performance of duties;</p> <p>(VIII) to fulfill other obligations of diligence stipulated by laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Articles of Association.</p>	<p><b><u>(IV) to take responsibility for the resolutions of the Board of Directors;</u></b></p> <p><b><u>(V) to supervise the implementation of the resolutions of the Shareholders' general meeting and the Board of Directors by the senior management;</u></b></p> <p><b><u>(VI) to take active participation in trainings organized by the Bank and regulatory agencies, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continue to possess expertise and capabilities required to perform their duties;</u></b></p> <p><b><u>(VII) to be responsible to the Bank and all shareholders and treat all shareholders impartially when performing duties;</u></b></p> <p>(<del>HHVIII</del>) to carefully read various business and financial reports of the Bank and keep informed of the operation and management conditions of the Bank;</p> <p>(<del>HVIX</del>) to exercise personally the management and discretion right lawfully vested in them and not to allow themselves to be controlled by others and, save as permitted by laws and administrative regulations or approved by the general meeting, not to transfer their discretion right to others;</p> <p>(<del>VX</del>) to sign written confirmations of the regular reports issued by the Bank and to ensure the information disclosed by the Bank is true, accurate and complete;</p> <p>(<del>VHXI</del>) to truthfully provide the Board of Supervisors with relevant information, not to prevent the Board of Supervisors or supervisors from exercising their functions and powers;</p> <p>(<del>VHXII</del>) to accept the lawful supervision and rational suggestions of the Board of Supervisors on their performance of duties;</p>

Original Articles	Articles after the Amendments
	<p><u>(XIII) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p> <p><u>(XIV) to undertake fiduciary duties with diligence in the Bank, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties;</u></p> <p><del>(VHXV)</del> to fulfill other obligations of diligence stipulated by laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Articles of Association.</p>
<p>Article 144 A director may resign before his/her term of office expires. In resigning his/her duties, a director shall tender a written resignation to the Board.</p> <p>If any director resigns during his/her term of office so that the normal operations of the Bank are affected or membership of the Board falls short of the quorum, the said director shall continue fulfilling the duties as a director pursuant to laws, administrative regulations, rules and the Articles of Association until a new director is elected.</p> <p>Save as provided in the preceding paragraph, a director's resignation shall be effective when his/her resignation is served to the Board.</p>	<p>Article 144 A director <del>may</del><u>who</u> resigns before his/her term of office expires. <del>In resigning his/her duties, a director shall tender a written resignation to the Board.</del></p> <p><del>If</del><u>When</u> resignation of any director <del>resigns during his/her term of office so that the normal operations of the Bank are affected or</del><u>results in the</u> membership of the Board falls short of <u>lower than the quorum minimum number specified in the Company Law or two thirds of the number specified in the Articles of Association</u>, the said director shall continue fulfilling the duties as a director <del>pursuant to laws, administrative regulations, rules and the Articles of Association until a new director</del><u>takes office</u> is elected.</p> <p>Save as provided in the preceding paragraph, a director's resignation shall be effective when his/her resignation is served to the Board.</p> <p><u>The powers of the Board of Directors shall be exercised by the Shareholders' general meeting until the number of directors meets the requirements when the membership of the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal by the Shareholders' general meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors.</u></p>



Original Articles	Articles after the Amendments
<p>Article 149 Independent directors shall fulfil the obligation of good faith and diligence to the Bank and all the shareholders thereof, earnestly perform their duties according to laws, and safeguard the interests of the Bank and the legitimate rights and interests of minority shareholders and depositors.</p>	<p>Article 149 Independent directors shall fulfil <del>the obligation of</del> <b><u>their duties with</u></b> good faith, <b><u>independence</u></b> and diligence to the Bank <del>and all the shareholders thereof, earnestly perform their duties according to laws,</del> and <b><u>earnestly</u></b> safeguard the interests of the Bank and the legitimate rights and interests of <b><u>the Bank,</u></b> minority shareholders and depositors <del>financial consumers.</del></p>
<p>Article 153 An independent director shall perform the duties independently, without any interference by controlling shareholders or de facto controllers of the Bank, or other entities or individuals who have an interest in the Bank.</p>	<p>Article 153 An independent director shall perform the duties independently, without any interference by controlling shareholders or de facto controllers of the Bank, or other entities or individuals who have an interest in the Bank.</p> <p><b><u>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 on time. Independent directors shall keep the Bank’s secrets in addition to reporting relevant information to the regulatory authorities pursuant to the requirements.</u></b></p>
<p>Article 155 An independent director shall work in the Bank for not less than 15 workdays each year. An independent director may appoint another independent director to attend Board meetings on his/her behalf but shall attend at least two thirds of the Board meetings in person each year. If any independent director fails to attend Board meetings in person for three consecutive times, the Board shall propose to the Shareholders’ general meeting to replace the said independent director.</p>	<p>Article 155 An independent director shall work in the Bank for not less than 15 workdays each year. An independent director may appoint another independent director to attend Board meetings on his/her behalf but shall attend at least two thirds of the Board meetings in person each year. If any independent director fails to attend Board meetings in person for three consecutive times, <b><u>which will be regarded as failure to perform his/her duties, the Bank shall convene a Shareholders’ general meeting within three months to remove him/her and elect new independent director</u></b> <del>the Board shall propose to the Shareholders’ general meeting to replace the said independent director.</del></p>

Original Articles	Articles after the Amendments
<p>Article 156 An independent director may resign before the expiry of his/her term of office. The Shareholders' general meeting may authorize the Board to decide whether to approve the resignation of an independent director. The independent director shall continue to perform his/her duties before his/her resignation is approved at the Shareholders' general meeting or by the Board.</p> <p>In resigning his/her duties, an independent director shall tender a written resignation to the Board and a written statement to the latest Shareholders' general meeting, specifying any matter which is related to his/her resignation or which he/she considers necessary to bring to the attention of shareholders and creditors.</p> <p>If the number of independent directors is less than one third of the total membership of the Board as a result of resignation of any independent director, such resignation shall not become effective until the vacancy is filled up by a succeeding independent director.</p>	<p>Article 156 An independent director may resign before the expiry of his/her term of office. The Shareholders' general meeting may authorize the Board to decide whether to approve the resignation of an independent director. The independent director shall continue to perform his/her duties before his/her resignation is approved at the Shareholders' general meeting or by the Board.</p> <p>In resigning his/her duties, an independent director shall tender a written resignation to the Board and a written statement to the latest Shareholders' general meeting, specifying any matter which is related to his/her resignation or which he/she considers necessary to bring to the attention of shareholders and creditors.</p> <p>If the number of independent directors is less than one third of the total membership of the Board as a result of resignation of any independent director, <b><u>such independent director shall continue to perform his/her duties until a new director takes office, and</u></b> such resignation shall not become effective until the vacancy is filled up by a succeeding independent director, <b><u>other than the resignation and dismissal caused by the loss of independence.</u></b></p>

Original Articles	Articles after the Amendments
<p>Article 160 Independent directors shall give independent opinions on the following important matters:</p> <p>(I) nomination, appointment and dismissal of directors;</p> <p>(II) appointment or dismissal of senior management staff;</p> <p>(III) remunerations of directors and senior management staff of the Bank;</p> <p>(IV) legality, fairness and justness of important and extremely important related party transactions of the Bank;</p> <p>(V) profit distribution plan;</p> <p>(VI) matters which, in the opinion of independent directors, are likely to cause serious losses to the Bank or damage the legitimate rights and interests of depositors, minority shareholders and other stakeholders;</p> <p>(VII) appointment of external auditors; (VIII) other matters specified in relevant laws, administrative regulations or the Articles of Association.</p> <p>Independent directors shall express one of the following types of opinions on the aforesaid matters: agreement; qualified opinion and reason therefor; objection and reason therefor; inability to express opinion and reason therefor.</p>	<p>Article 160 Independent directors shall give independent opinions on the following important matters:</p> <p>(I) nomination, appointment and dismissal of directors;</p> <p>(II) appointment or dismissal of senior management staff;</p> <p>(III) remunerations of directors and senior management staff of the Bank;</p> <p>(IV) legality, fairness and justness of important and extremely important related party transactions of the Bank;</p> <p>(V) profit distribution plan;</p> <p>(VI) matters which, in the opinion of independent directors, are likely to cause serious losses to <u>material effects on the legitimate rights and interests of the Bank, minority shareholders and financial consumers</u> or damage the legitimate rights and interests of depositors, minority shareholders and other stakeholders;</p> <p>(VII) <u>appointment of external auditors or dismissal of accounting firm that provides regular statutory audit on financial reports of the Bank;</u></p> <p>(VIII) other matters specified in relevant laws, administrative regulations or the Articles of Association.</p> <p>Independent directors shall express one of the following types of opinions on the aforesaid matters: agreement; qualified opinion and reason therefor; objection and reason therefor; inability to express opinion and reason therefor.</p>

Original Articles	Articles after the Amendments
<p>Article 165 The Bank shall have a Board of Directors, which shall be composed of 15 to 17 directors and responsible for important decision-making of the Bank. The Board is composed of executive directors and non-executive directors (including independent directors).</p> <p>The Bank shall have one chairman and two vice chairmen, who shall be elected by more than half of all the directors.</p>	<p>Article 165 The Bank shall have a Board of Directors, which shall be composed of <del>15 to 17</del> <b>15</b> directors and responsible for important decision-making of the Bank. The Board is composed of executive directors and non-executive directors (including independent directors), <b><u>including 5 executive directors, 10 non – executive directors (including 5 independent directors).</u></b></p> <p>The Bank shall have one chairman and two vice chairmen, who shall be elected by more than half of all the directors.</p>
<p>Article 168 The Board of Directors shall be accountable to the Shareholders’ general meeting, undertake final responsibility of operation and management of the Bank, and exercise the following functions and powers in accordance with law:</p> <p>(I) to convene Shareholders’ general meetings, reporting its performance at the Shareholders’ general meetings, and implementing resolutions of the Shareholders’ general meetings;</p> <p>(II) to decide on development strategies, operational plans and investment plans of the Bank;</p> <p>(III) to formulate annual financial budgets, accounting plan, and risk capital allocation plan of the Bank;</p> <p>(IV) to formulate the Bank’s profit distribution plans and loss recovery plans; (V) to formulate proposals for increases in or reductions of registered capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(VI) to formulate proposals for repurchase of the Bank’s shares;</p> <p>(VII) to formulate plans for merger, separation, dissolution, or change in corporate structure of the Bank;</p>	<p>Article 168 The Board of Directors shall be accountable to the Shareholders’ general meeting, undertake final responsibility of operation and management of the Bank, and exercise the following functions and powers in accordance with law:</p> <p>(I) to convene Shareholders’ general meetings, reporting its performance at the Shareholders’ general meetings, and implementing resolutions of the Shareholders’ general meetings;</p> <p>(II) to <del>decide on</del> <b><u>formulate</u></b> development strategies <b><u>of the Bank and to monitor the implementation of such strategies, and decide on</u></b> operational plans and investment plans of the Bank;</p> <p>(III) to formulate annual financial budgets, accounting plan, and risk capital allocation plan of the Bank;</p> <p>(IV) to formulate the Bank’s profit distribution plans and loss recovery plans; (V) to formulate proposals for increases in or reductions of registered capital, issuance of bonds or other securities and listing plans of the Bank;</p> <p>(VI) to formulate proposals for repurchase of the Bank’s shares;</p> <p>(VII) to formulate plans for <b><u>material acquisition</u></b>, merger, separation, dissolution, or change in corporate structure of the Bank;</p>

Original Articles	Articles after the Amendments
<p>(VIII) to formulate proposals for any amendment to the Articles of Association; (IX) to formulate the basic management system of the Bank;</p> <p>(X) to formulate and execute clear responsibility system and accountability system, and to assess and complete corporate governance of the Bank regularly;</p> <p>(XI) to decide asset and liability management (including but not limited to capital requirement), risk tolerability, risk management, and internal control policy of the Bank;</p> <p>(XII) to formulate capital planning, and undertake final responsibility of capital management;</p> <p>(XIII) to formulate related party transaction management system, and to examine and approve or authorize Related Party Transactions Control Committee to approve related party transactions;</p> <p>(XIV) to examine and approve annual work report of the Bank;</p> <p>(XV) to decide long-term award plan, remuneration plan and salary plan of the Bank;</p> <p>(XVI) to approve internal audit plan, annual work plan and audit budget of the Bank;</p> <p>(XVII) to examine and approve proposals raised by each special committee under the Board of Directors;</p>	<p>(VIII) to formulate proposals for any amendment to the Articles of Association;</p> <p><b><u>(IX) to formulate the rules of procedures for the Shareholders' general meeting and the rules of procedures for the Board of Directors, and to consider and approve the work rules of the special committees under the Board of Directors;</u></b></p> <p><del>(IX)</del> to formulate the basic management system of the Bank;</p> <p><u>(X)</u> to formulate and execute clear responsibility system and accountability system, and to assess and complete corporate governance of the Bank regularly;</p> <p><del>(XI)</del> to decide asset and liability management (including but not limited to capital requirement), risk tolerability, risk management, and internal control policy of the Bank, <b><u>and to take ultimate responsibility for comprehensive risk management;</u></b></p> <p><u>(XII)</u> to formulate capital planning, and undertake final responsibility of capital management <b><u>or solvency;</u></b></p> <p><del>(XIII)</del> to formulate related party transaction management system, to examine and approve or accredit Related Party Transactions Control Committee to approve related party transactions;</p> <p><del>(XIV)</del> to examine and approve annual work report of the Bank;</p> <p><u>(XV)</u> to decide long-term award plan, remuneration plan and salary plan of the Bank;</p> <p><u>(XVI)</u> to approve internal audit plan, annual work plan and audit budget of the Bank;</p>

Original Articles	Articles after the Amendments
<p>(XVIII) to decide the Bank’s important external investment, important asset acquisition and disposals, important external guarantee, important trust management, important related party transactions, large loans; to initially examine the Bank’s extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee, extremely important trust management, extremely important related party transactions, and submit them to the Shareholders’ general meeting for approval;</p> <p>(XIX) to appoint or dismiss the president, the secretary of the Board, chief audit (compliance) officer and the person in charge of the audit department as nominated by the chairman; to appoint or dismiss the vice president, assistant to the president, chief financial officer, chief risk officer, chief operation officer, chief technology information officer, chief human resources officer, chief data officer, and chief marketing officer, etc. as nominated by the president; and to decide remunerations, awards and punishments of the aforesaid persons;</p> <p>(XX) to authorize certain operation and management power to the president annually, and to review work reports of the president and to examine the performance of the president;</p> <p>(XXI) to decide chairman and members of each special committee under the Board as nominated by the Nomination, Remuneration and HR Committee;</p> <p>(XXII) to decide on establishment of internal management structure of the Bank and establishment of branches of the Bank;</p> <p>(XXIII) to propose to the Shareholders’ general meeting the engagement, dismissal or discontinuation of the appointment of the accounting firm providing the audit service for the Bank, and to give explanation to the Shareholders’ general meeting on the non – standard audit opinions of certified public accountant on our financial report;</p>	<p>(XVIII) to examine and approve proposals raised by each special committee under the Board of Directors;</p> <p>(XVIII) to decide the Bank’s important external investment, important asset acquisition and disposals <b>and write-off</b>, important external guarantee, important trust management, important related party transactions, large loans, <b>pledge of assets, data governance</b>; to initially examine the Bank’s extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee, extremely important trust management, extremely important related party transactions, and submit them to the Shareholders’ general meeting for approval;</p> <p>(XIX) to appoint or dismiss the president, the secretary of the Board, chief audit (<del>compliance</del>) officer and the person in charge of the audit department as nominated by the chairman; to appoint or dismiss the vice president, assistant to the president, chief financial officer, chief risk officer, <del>chief operation officer</del>, chief technology information officer, chief human resources officer, <b>chief compliance officer</b>, <del>chief data officer</del>, and <del>chief marketing officer</del>, etc. as nominated by the president; and to decide remunerations, awards and punishments of the aforesaid persons;</p> <p>(XXI) to authorize certain operation and management power to the president annually, and to review work reports of the president and to examine the performance of the president;</p> <p>(XXII) to decide chairman and members of each special committee under the Board as nominated by the Nomination, Remuneration and HR Committee;</p> <p>(XXIII) to decide on establishment of internal management structure of the Bank and establishment of branches of the Bank;</p>

Original Articles	Articles after the Amendments
<p>(XXIV) to disclose information of the Bank and take ultimate responsibility for the authenticity, completeness, accuracy, and timeliness of our accounting and financial reports;</p> <p>(XXV) to regularly debrief the internal audit department and compliance department’s report on internal audit and examination result, and report regulatory opinions of relevant regulatory authorities on the Bank, and to examine the Bank’s rectification report on executing regulatory opinions; to regularly assess operation status of the Bank, comprehensively evaluate performance of senior management staff according to assessment result, and to supervise and ensure effective management performance of senior management;</p> <p>(XXVI) to safeguard legitimate rights and interests of depositors and other stakeholders;</p> <p>(XXVII) to establish an identification, investigation and management mechanism for the conflict of interest between the Bank and shareholders, especially substantial shareholders;</p> <p>(XXVIII) to exercise other functions and powers prescribed by the laws, administrative regulations, and the Articles of Association and authorized by the Shareholders’ general meetings.</p>	<p>(XXI<u>H</u>V) to propose to the Shareholders’ general meeting the engagement, dismissal or discontinuation of the appointment of the accounting firm <b><u>that provides regular statutory audit on financial reports of the Bank</u></b> providing the audit service for the Bank, and to give explanation to the Shareholders’ general meeting on the non-standard audit opinions of certified public accountant on our financial report;</p> <p>(XXI<u>V</u>V) to disclose information of the Bank and take ultimate responsibility for the authenticity, completeness, accuracy, and timeliness of our accounting and financial reports;</p> <p>(XXVI) to regularly debrief the internal audit department and compliance department’s report on internal audit and examination result, and report regulatory opinions of relevant regulatory authorities on the Bank, and to examine the Bank’s rectification report on executing regulatory opinions; to regularly assess operation status of the Bank, comprehensively evaluate performance of senior management staff according to assessment result, and to supervise and ensure effective management performance of senior management;</p> <p>(XXVII) to safeguard legitimate rights and interests of <del>depositors</del> <b><u>financial consumers</u></b> and other stakeholders;</p> <p>(XXVIII) to establish an identification, investigation and management mechanism for the conflict of interest between the Bank and shareholders, especially substantial shareholders;</p>

Original Articles	Articles after the Amendments
<p>Unless otherwise specified in the Articles of Association, the Board shall resolve on the issues specified in the preceding paragraph by approval of more than half of the directors save for the issues specified in (V), (VII) and (VIII), in which approval of two thirds of the directors is required.</p> <p>Where laws, administrative regulations, rules and rules governing securities of the place where shares of the Bank are listed provide otherwise, such provisions shall prevail.</p>	<p><b><u>(XXVHHIX) to undertake the management responsibility for the affairs in relation to the shareholder of the Bank;</u></b></p> <p>(XXVHHX) to exercise other functions and powers prescribed by the laws, administrative regulations, and the Articles of Association and authorized by the Shareholders' general meetings.</p> <p>Unless otherwise specified in the Articles of Association, the Board shall resolve on the issues specified in the preceding paragraph by approval of more than half of the directors save for the issues specified in (V), (VII) and (VIII), in which approval of two thirds of the directors is required.</p> <p>Where laws, administrative regulations, rules and rules governing securities of the place where shares of the Bank are listed provide otherwise, such provisions shall prevail.</p> <p><b><u>The functions and powers of the Board of Directors shall be exercised collectively by the Board of Directors. The functions and powers of the Board of Directors specified in the Company Law shall not be delegated to the chairman of the Board of Directors, any director or any other body or individual. Where it is necessary to delegate certain powers to make a decision on a specific matter, such delegation shall be approved by means of Board resolutions in accordance with the laws. Each delegation shall be for one matter exclusively, and the functions and powers of the Board of Directors shall not be delegated to any other body or individual generally or permanently.</u></b></p>



Original Articles	Articles after the Amendments
<p>Article 175 In any of the following circumstances, the chairman shall convene an extraordinary Board meeting within 10 days after receipt of the proposal:</p> <p>...</p> <p>(VI) proposed by more than half of the independent directors (if the Bank has only two independent directors, then the two independent directors unanimously propose to convene);</p> <p>...</p>	<p>Article 175 In any of the following circumstances, the chairman shall convene an extraordinary Board meeting within 10 days after receipt of the proposal:</p> <p>...</p> <p>(VI) proposed by more than <del>half of the</del> <b>two</b> independent directors (<del>if the Bank has only two independent directors, then the two independent directors unanimously propose to convene</del>);</p> <p>...</p>
<p>Article 178 Board meetings may be convened on site and in the form of teleconference and video conference or with the help of communications equipment enabling all attending directors to hear clearly and communicate with each other in real time and by circulating written resolution. Voting at meetings held on site shall be conducted by open ballot or by a show of hands.</p> <p>The one – person one-vote system shall be practiced for voting on resolutions of the Board. If voting by means of communications is adopted at Board meetings, explanations shall be made and information regarding the matters for voting and the related backgrounds shall be served to all directors at least three days before voting. One vote for one matter shall be adopted for voting by means of communications, and directors shall not be required to make one decision only on several matters.</p>	<p>Article 178 Board meetings may be convened physically and <del>in the form of teleconference and video conference or with the help of communications equipment enabling all attending directors to hear clearly and communicate with each other in real time and</del> by circulating written resolution. Voting at meetings held on site shall be conducted by open ballot or by a show of hands.</p> <p>The one-person one-vote system shall be practiced for voting on resolutions of the Board. If voting by means of <b><u>circulating written resolution</u></b> <del>communications</del> is adopted at Board meetings, explanations shall be made and information regarding the matters for voting and the related backgrounds shall be served to all directors at least three days before voting. One vote for one matter shall be adopted for voting by means of <b><u>circulating written resolution</u></b> <del>communications</del>, and directors shall not be required to make one decision only on several matters.</p>
<p>Article 179 Resolutions made by the Board shall be approved by more than half of the directors. However, profit distribution plan, significant investment, plan for disposal of material assets, appointment or dismissal of senior management staff, capital replenishment plan, material equity change, financial reorganization and other significant matters shall not be voted on by means of communications and shall be subject to approval of more than two thirds of the directors of the Board.</p>	<p>Article 179 Resolutions made by the Board shall be approved by more than half of the directors. However, profit distribution plan, <b><u>remuneration plan</u></b>, significant investment, plan for disposal of material assets, appointment or dismissal of senior management staff, capital replenishment plan, material equity change, financial reorganization and other significant matters shall not be voted on by means of <b><u>circulating written resolution</u></b> <del>communications</del> and shall be subject to approval of more than two thirds of the directors of the Board.</p>

Original Articles	Articles after the Amendments
<p>Article 181 The Board shall file resolutions of the meeting as minutes, which shall be signed by the attending directors or the proxy and the minutes recorder. The minutes of Board meetings shall be kept by the secretary of the Board as archives of the Bank for at least 10 years.</p>	<p>Article 181 The Board shall file resolutions of the meeting <b>on site</b> as minutes, which shall be signed by the attending directors or the proxy and the minutes recorder. <b><u>Where a Director disagrees with the minutes, he may append a note to his signature.</u></b> The minutes of Board meetings shall be kept by the secretary of the Board as archives of the Bank <b>permanently</b> for at least 10 years.</p> <p><b><u>The Bank shall record live Board meetings by means of audio and video recording.</u></b></p>
<p>Article 188 The Board establishes the Strategic Development Committee, Audit Committee, Risk Management Committee, Related Party Transactions Control Committee, Nomination, Remuneration and HR Committee, Consumer Rights Protection Committee and other special committees. The special committees shall be accountable to the Board, consist of directors and shall each have at least three members. In particular, the Audit Committee, Related Party Transactions Control Committee, Nomination, Remuneration and HR Committee and other special committees shall each comprise independent directors, who shall account for more than half of the total committee members thereof; the Related Party Transactions Control Committee and Nomination, Remuneration and HR Committee shall not comprise any director nominated by the controlling shareholders.</p> <p>The head of each special committee shall not simultaneously hold any other position in principle. Any Director in charge of the Audit Committee, Related Party Transactions Control Committee and Risk Management Committee shall work at the Bank for at least 25 workdays every year.</p>	<p>Article 188 The Board establishes the Strategic Development Committee, Audit Committee, Risk Management Committee, Related Party Transactions Control Committee, Nomination, Remuneration and HR Committee, Consumer Rights Protection Committee and other special committees. The special committees shall be accountable to the Board, consist of directors and shall each have at least three members. In particular, the Audit Committee, Related Party Transactions Control Committee, Nomination, Remuneration and HR Committee and other special committees shall each comprise independent directors, who shall account for more than half of the total committee members thereof; the Related Party Transactions Control Committee and Nomination, Remuneration and HR Committee shall not comprise any director nominated by the controlling shareholders.</p> <p>The head of each special committee shall not simultaneously hold any other position in principle. Any Director in charge of the Audit Committee, Related Party Transactions Control Committee and Risk Management Committee shall work at the Bank for at least <b>2025</b> workdays every year.</p>

Original Articles	Articles after the Amendments
<p>Article 191 The Audit Committee is responsible for examining the accounting policies, financial conditions, financial report procedures, and risks and compliance status of the Bank; undertaking the Bank’s annual audit work, producing judgement report on the truthfulness, accuracy, completeness and promptness of the audited financial information and submitting the report to the Board for consideration.</p> <p>The Audit Committee shall comprise at least three members, and shall have at least one independent director who shall have relevant professional qualifications as specified in Hong Kong Listing Rules, or shall have expertise in audit or related financial management.</p> <p>Independent director shall act as chairman of the Audit Committee.</p>	<p>Article 191 The Audit Committee is responsible for examining the accounting policies, financial conditions, financial report procedures, and risks and compliance status of the Bank; undertaking the Bank’s annual audit work, producing judgement report on the truthfulness, accuracy, completeness and promptness of the audited financial information and submitting the report to the Board for consideration.</p> <p>The Audit Committee shall comprise at least three members, <b><u>Audit Committee members should have expertise and work experience in any of finance, auditing, accounting or law.</u></b> <del>At and shall have</del> at least one independent director who shall have relevant professional qualifications as specified in Hong Kong Listing Rules, or shall have expertise in audit or related financial management.</p> <p>Independent director shall act as chairman of the Audit Committee.</p>
<p>Article 198 The Bank shall have a president, vice president and assistant to the president, chief finance officer, chief risk officer, chief operation officer, chief technology information officer, chief human resources officer, chief data officer and marketing director. The president shall be nominated by the chairman and appointed or dismissed by the Board of Directors. The vice president and other senior management members shall be nominated by the president and appointed or dismissed by the Board of Directors.</p>	<p>Article 198 The Bank shall have a president, vice president and assistant to the president, chief finance officer, chief risk officer, <del>chief operation officer,</del> chief technology information officer, chief human resources officer, <b><u>chief compliance officer</u></b> <del>chief data officer and marketing director.</del> The president shall be nominated by the chairman and appointed or dismissed by the Board of Directors. The vice president and other senior management members shall be nominated by the president and appointed or dismissed by the Board of Directors.</p>

Original Articles	Articles after the Amendments
<p>Article 201 The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>...</p> <p>(IV) to propose to appoint or dismiss vice president, assistant to the president, chief finance officer, chief risk officer, chief operation officer, chief technology information officer, chief human resources officer, chief data officer and marketing director, etc.;</p> <p>...</p>	<p>Article 201 The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>...</p> <p>(IV) to propose to appoint or dismiss vice president, assistant to the president, chief finance officer, chief risk officer, <del>chief operation officer</del>, chief technology information officer, chief human resources officer, <b>chief compliance officer</b> <del>chief data officer and marketing director</del>, etc.;</p> <p>...</p>
<p>Article 207 The supervisors of the Bank include shareholder representative supervisors, employee representative supervisors and external supervisors.</p>	<p>Article 207 The supervisors of the Bank include shareholder <del>representative</del> <b>supervisors</b>, employee <del>representative</del> supervisors and external supervisors.</p>
<p>Article 208 The provisions on qualifications and election procedure of directors specified in the Articles of Association shall apply to the supervisors of the Bank.</p> <p>Directors, president and other senior management staff shall not serve concurrently as supervisors.</p>	<p>Article 208 The provisions on qualifications and election procedure of directors specified in the Articles of Association shall apply to the supervisors of the Bank.</p> <p>Directors, <b>and</b> <del>president and other</del> senior management staff shall not serve concurrently as supervisors.</p>

Original Articles	Articles after the Amendments
<p>Article 212 Supervisors shall comply with laws, administrative regulations and the Articles of Association and shall fulfil the obligation of loyalty, honesty and diligence to the Bank. Supervisors shall not use their powers to accept bribes or other illegal income and shall not infringe the Bank’s property.</p> <p>Supervisors shall not jeopardize interests of the Bank by taking advantage of their related party relationship, and the supervisors shall indemnify the Bank for any losses incurred by the Bank therefrom.</p> <p>Supervisors shall indemnify the Bank for any losses incurred to the Bank resulting from their violation of the laws, administrative regulations, rules and the Articles of Association when performing their duties.</p>	<p>Article 212 <b><u>Supervisors shall perform the following duties or obligations:</u></b></p> <p><b><u>(I) attend meetings of the Board without voting right and raise questions or make suggestions on matters resolved by the Board;</u></b></p> <p><b><u>(II) attend the meetings of the Board of Supervisors on time, to fully examine the matters resolved by the Board of Supervisors, to express their opinions independently, professionally and objectively, and to vote independently on the basis of prudent judgement;</u></b></p> <p><b><u>(III) assume responsibility for the resolutions of the Board of Supervisors;</u></b></p> <p><b><u>(IV) actively participate in training organized by the Bank and the regulatory authorities, etc., understand the rights and obligations of Supervisors, be familiar with relevant laws and regulations, and continuously possess the necessary professional knowledge and ability to perform their duties.</u></b></p> <p><b><u>(V) to be faithful and diligent in their duties to the Bank, to perform their duties with due diligence and prudence, and to ensure that they have sufficient time and energy to perform their duties;</u></b></p> <p><b><u>(VI) actively participate in the supervisory and inspection activities organised by the Board of Supervisors, and have the right to conduct independent investigations and obtain evidence in accordance with the law, and raise issues and supervisory opinions in a factual manner.</u></b></p> <p><b><u>(VII) comply with laws and regulations, regulatory provisions and the Articles.</u></b></p>

Original Articles	Articles after the Amendments
	<p>Supervisors shall comply with laws, administrative regulations and the Articles of Association and shall fulfil the obligation of loyalty, honesty and diligence to the Bank. <b><u>Supervisors shall possess good character and reputation, and knowledge, experience, capabilities and energy that match their respective position, maintain the independence required to perform their duties, and stability of personal and family finances.</u></b> Supervisors shall not use their powers to accept bribes or other illegal income and shall not infringe the Bank’s property.</p> <p>Supervisors shall not jeopardize interests of the Bank by taking advantage of their related party relationship, and the supervisors shall indemnify the Bank for any losses incurred by the Bank therefrom.</p> <p>Supervisors shall indemnify the Bank for any losses incurred to the Bank resulting from their violation of the laws, administrative regulations, rules and the Articles of Association when performing their duties.</p>
<p>Article 214 External supervisors are entitled to the supervisors’ rights to supervise the Bank’s Board and senior management staff and conduct audit work within the functions and powers of the Board of Supervisors in accordance with the resolutions of the Board of Supervisors. In fulfilling duties, external supervisors shall pay particular attention to the overall interests of depositors and the Bank. …</p>	<p>Article 214 External supervisors are entitled to the supervisors’ rights to supervise the Bank’s Board and senior management staff and conduct audit work within the functions and powers of the Board of Supervisors in accordance with the resolutions of the Board of Supervisors. In fulfilling duties, external supervisors shall <del>pay particular attention to the overall interests of depositors and the Bank.</del> <b><u>particularly safeguard the legitimate rights and interests of minority shareholders and other stakeholders.</u></b> …</p>
<p>Article 218 The Bank shall have a Board of Supervisors which shall be composed of seven to nine supervisors. The Board of Supervisors shall have one chairman, the appointment and removal of whom shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors. The chairman of the Board of Supervisors shall be a full – time staff with professional knowledge and financial work experience. External supervisors and employee representative supervisors shall not be less than one – third of the total number of members of the Board of Supervisors.</p>	<p>Article 218 The Bank shall have a Board of Supervisors which shall be composed of seven to <del>nine</del><sup>9</sup> supervisors. <b><u>Among them, there are 3 shareholder supervisors, 3 external supervisors and 3 employee supervisors.</u></b> The Board of Supervisors shall have one chairman, the appointment and removal of whom shall be made with a resolution passed by above two-thirds of the all members of the Board of Supervisors. The chairman of the Board of Supervisors shall be a full – time staff with professional knowledge and financial work experience. External supervisors and employee representative supervisors shall not be less than one – third of the total number of members of the Board of Supervisors.</p>

Original Articles	Articles after the Amendments
<p>Article 221 The Board of Supervisors, as the internal supervising institution of the Bank, shall be accountable to the Shareholders’ general meeting and exercise the following functions and powers: …</p> <p>(XII) to formulate assessment method for supervisors, examine and assess supervisors, and report to the Shareholders’ general meeting for determination;</p> <p>(XX) to supervise scientificity and reasonability of remuneration management system and policy of the Bank and remuneration plan of senior management staff; …</p>	<p>Article 221 The Board of Supervisors, as the internal supervising institution of the Bank, shall be accountable to the Shareholders’ general meeting and exercise the following functions and powers: …</p> <p>(XII) to formulate assessment method for <b><u>performance of duties of directors, supervisors,</u></b> examine and assess <b><u>directors,</u></b> supervisors, and report to the Shareholders’ general meeting for determination;</p> <p>(XX) to supervise scientificity and reasonability of the <b><u>actual situation of the</u></b> remuneration management system and policy of the Bank and remuneration plan of senior management staff; …</p>
<p>Article 230 The meetings of the Board of Supervisors may be convened on site and in the form of teleconference and video conference or with the help of communications equipment enabling all attending supervisors to hear clearly and communicate with each other in real time and by circulating written resolution.</p>	<p>Article 230 The meetings of the Board of Supervisors may be convened on site and <del>in the form of teleconference and video conference</del> or with the help of communications equipment <del>enabling all attending supervisors to hear clearly and communicate with each other in real time</del> and by circulating written resolution.</p>
<p>Article 232 Minutes shall be taken for the meeting and the supervisors attending the meeting and the person taking the minutes shall sign on the minutes. Supervisors shall have the right to request to record in the minutes details of the speech made by them at the meeting. The minutes of the meetings of the Board of Supervisors shall be kept as the Bank’s files by the office of the Board of Supervisors. The minutes and resolutions of the Board of Supervisors of the Bank shall be filed with the regulatory authorities.</p>	<p>Article 232 Minutes shall be taken for the meeting and the supervisors attending the meeting and the person taking the minutes shall sign on the minutes. Supervisors shall have the right to request to record in the minutes details of the speech made by them at the meeting. The minutes of the meetings of the Board of Supervisors shall be kept as the Bank’s files by the office of the Board of Supervisors, <b><u>for a permanent conservation period.</u></b> The minutes and resolutions of the Board of Supervisors of the Bank shall be filed with the regulatory authorities.</p>

Original Articles	Articles after the Amendments
Article 312 Definitions	<p>Article 312 Definitions</p> <p><b><u>5. The ultimate beneficiary refers to the person who is actually entitled to the proceeds of the Bank’s shareholding.</u></b></p> <p><b><u>6. The term “physical meeting” in these Articles refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants; and “circulating written resolution” refers to a meeting at which resolutions are made by means of separate delivery of deliberations or circulation of deliberations.</u></b></p> <p><b><u>7. The circumstances in which the “corporate governance mechanism fails” as referred to in these Articles of Association include, but are not limited to: the failure of the Board to be constituted for more than one consecutive year; the failure of the Board to make effective resolutions due to prolonged conflicts among the Directors of the Bank and the failure of the Board to resolve the matter through a general meeting; the failure of the Bank to convene a general meeting for more than one consecutive year; the failure of the shareholders to vote at a general meeting in accordance with the law or the Articles of Association statutory or the proportion stipulated in the articles of association and cannot make an effective resolution at a shareholders’ meeting for more than one year in a row; a proposal for a capital increase due to insufficient capital adequacy or solvency cannot be passed; the existing governance mechanism of the Bank cannot function properly resulting in serious difficulties in the operation and management of the Bank; and other circumstances as determined by the regulatory authorities.</u></b></p>