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If you are in any doubt as to any content of this circular or as to the action to be taken, you should consult licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

If you have sold or transferred all your shares in Jinshang Bank Co., Ltd.*, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee or to a licensed securities dealer or registered institutions in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2024**
 - (2) WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2024**
 - (3) PROFIT DISTRIBUTION PLAN FOR 2024**
 - (4) REPORT OF FINAL FINANCIAL ACCOUNTS FOR 2024**
 - (5) FINANCIAL BUDGET FOR 2025**
 - (6) REPORT OF THE BOARD OF SUPERVISORS ON SUPERVISION AND ASSESSMENT ON THE PERFORMANCE OF DUTIES BY DIRECTORS DURING 2024**
 - (7) REPORT OF THE BOARD OF SUPERVISORS ON ASSESSMENT ON THE PERFORMANCE OF DUTIES BY SUPERVISORS DURING 2024**
 - (8) REPORT OF THE BOARD OF SUPERVISORS ON SUPERVISION AND ASSESSMENT ON THE PERFORMANCE OF DUTIES BY MEMBERS OF THE SENIOR MANAGEMENT DURING 2024**
 - (9) APPOINTMENT OF AUDITORS TO AUDIT FINANCIAL STATEMENTS FOR 2025**
 - (10) PROPOSED APPOINTMENT OF DIRECTORS**
 - (11) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
 - (12) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING**
 - (13) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS**
 - (14) PROPOSED DISCONTINUATION OF THE ESTABLISHMENT OF THE BOARD OF SUPERVISORS**
 - AND**
 - (15) NOTICE OF THE 2024 ANNUAL GENERAL MEETING**
-

The letter from the Board is set out on pages 3 to 11 of this circular.

The Bank will convene the AGM at the Conference Room, 22nd Floor, No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on Friday, June 27, 2025. The notice of the AGM is set out on pages 237 to 240 of this circular.

Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and the proxy form must be delivered to our Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the Shareholders of H Shares) or the office of the Board of Directors at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Shareholders of Domestic Shares) as soon as possible and in any event, not later than 24 hours before the scheduled time (10:00 a.m. on Thursday, June 26, 2025) for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending in person and voting at the AGM should you so wish, in this case, the instrument appointing the proxy should be deemed withdrawn. The proxy forms for the AGM were published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jshbank.com).

* 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.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Bank to be held at the Conference Room, 22nd Floor, No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on Friday, June 27, 2025, or any adjournment thereof
“Articles of Association”	the articles of association of the Bank, as amended, modified or otherwise supplemented from time to time
“Bank” or “our Bank” or “Jinshang Bank”	Jinshang Bank Co., Ltd.* (晉商銀行股份有限公司), a joint stock company established on October 16, 1998 in the PRC with limited liability pursuant to the relevant PRC laws and regulations, and, if the context requires, includes its predecessors, branches and sub-branches, excluding its subsidiary
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“China” or “PRC”	the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	the ordinary shares issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“Group”	the Bank together with its subsidiary, and, if the context requires, includes its predecessors, branches and sub-branches
“H Shares”	the ordinary shares issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed and traded on the Hong Kong Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HK\$” or “HKD” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“PBoC”	the People’s Bank of China (中國人民銀行)
“PRC Company Law”	the Company Law of the PRC
“Reporting Period”	the year ended December 31, 2024
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shanxi Supervision Bureau”	Shanxi Supervision Bureau of National Financial Regulatory Administration (國家金融監督管理總局山西監管局)
“Shareholder(s)”	the holder(s) of the Share(s) of the Bank
“Shares”	the Domestic Share(s) and H Share(s) of the Bank
“substantial shareholder(s)”	has the same meaning ascribed to it under the Hong Kong Listing Rules
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Ms. HAO Qiang (郝強) (Chairwoman)
Mr. ZHANG Yunfei (張雲飛) (Vice Chairman)
Mr. Wang Qi (王琦)

Non-executive Directors:

Mr. WU Canming (武燦明)
Mr. MA Hongchao (馬洪潮) (Vice Chairman)
Mr. LIU Chenhang (劉晨行)
Mr. LI Yang (李楊)
Mr. WANG Jianjun (王建軍)

Independent non-executive Directors:

Mr. WANG Liyan (王立彥)
Mr. DUAN Qingshan (段青山)
Mr. SAI Zhiyi (賽志毅)
Ms. HU Zhihong (胡稚弘)
Mr. CHAN Ngai Sang Kenny (陳毅生)

To the Shareholders

Dear Sir or Madam,

*Registered Address and Address
of Head Office:*

No. 59 Changfeng Street
Xiaodian District
Taiyuan
Shanxi Province, the PRC

*Principal Place of Business
in Hong Kong:*

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wan Chai
Hong Kong

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2024
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- (15) NOTICE OF THE 2024 ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The AGM will be held at the Conference Room, 22nd Floor, No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on Friday, June 27, 2025. The following resolutions will be proposed at the AGM for the Shareholders to consider and, if thought fit, to approve: (1) the Work Report of the Board of Directors for 2024; (2) the Work Report of the Board of Supervisors for 2024; (3) the Profit Distribution Plan for 2024; (4) the Report of Final Financial Accounts for 2024; (5) the Financial Budget for 2025; (6) the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Directors during 2024; (7) the Report of the Board of Supervisors on Assessment on the Performance of Duties by Supervisors during 2024; (8) the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Members of the Senior Management during 2024; (9) Appointment of Auditors to Audit Financial Statements for 2025; (10) Proposed Appointment of Mr. RONG Changqing as a non-executive Director of the sixth session of the Board; (11) Proposed Appointment of Mr. GAO Yurong as a non-executive Director of the sixth session of the Board; (12) Proposed Appointment of Mr. WANG Xiankui as a non-executive Director of the sixth session of the Board; (13) Proposed Appointment of Mr. WU Xiaoping as an independent non-executive Director of the sixth session of the Board; (14) Proposed Amendments to the Articles of Association; (15) Proposed Amendments to the Rules of Procedures for the Shareholders' General Meeting; (16) Proposed Amendments to the Rules of Procedures for the Board of Directors; and (17) Proposed Discontinuation of the Establishment of the Board of Supervisors. In the meantime, Shareholders will listen to the Report on Related Party Transactions for 2024, and the Evaluation Report on Principal Shareholders and Major Shareholders for 2024. The notice of the AGM is set out on pages 237 to 240 of this circular.

The purpose of this circular is to provide you with further details of these proposed matters to enable you to make an informed voting decision on the proposed resolutions at the AGM.

II. MATTERS TO BE RESOLVED AT THE AGM

1. Work Report of the Board of Directors for 2024

For the Work Report of the Board of Directors for 2024, please refer to Appendix I to this circular.

2. Work Report of the Board of Supervisors for 2024

For the Work Report of the Board of Supervisors for 2024, please refer to Appendix II to this circular.

3. Profit Distribution Plan for 2024

On March 27, 2025, the Board resolved to submit to the Shareholders for their consideration and approval of the following profit distribution plan for the year ended December 31, 2024:

- (i) Appropriation of statutory surplus reserve. RMB176,088,577.98 or 10% of the net profit for 2024 will be appropriated to the statutory surplus reserve;

LETTER FROM THE BOARD

- (ii) Appropriation of general risk reserve. RMB3,622,456.02 will be appropriated to the general reserve pursuant to the requirements of the Administrative Measures for the Provision of Reserves of Financial Enterprises (Cai Jin [2012] No. 20) (《金融企業準備金計提管理辦法》(財金[2012]20號)) and the Articles of Association;
- (iii) Appropriation of discretionary surplus reserve. Pursuant to the requirements of the PRC Company Law, RMB968,487,178.91 or 55% of the net profit for 2024 will be appropriated to the discretionary surplus reserve;
- (iv) According to the arrangement as set out in the Announcement on the Issuance of Capital Bonds with Unfixed Term (《關於發行無固定期限資本債券的公告》) of Jinshang Bank in 2024 that the interest on the capital bonds should be paid once a year, it is proposed to pay interest of RMB54,000,000 for the period from September 23, 2024 to September 23, 2025 to bonds investors which is calculated based on the actual total issuance amount of RMB2 billion and the coupon rate of 2.7%; and
- (v) Based on 5,838,650,000 paid-up Shares, including 4,868,000,000 Domestic Shares and 970,650,000 H Shares, at the end of 2024, a cash dividend of RMB8 (tax inclusive) for every 100 Shares for 2024 will be distributed to all Shareholders, amounting to RMB467,092,000 in aggregate. Dividends for H Shares will be paid in Hong Kong dollars, applicable to the average middle exchange rate of RMB to HKD as announced by the PBoC prevailing five business days preceding the date of declaration of such dividends at the AGM (including the date thereof).

The final dividends, if approved by the AGM, are expected to be paid on July 31, 2025.

The Bank's register of members of Domestic Shares and register of members of H Shares will be closed from Friday, July 4, 2025 to Wednesday, July 9, 2025 (both days inclusive). Shareholders whose names appear on the H Share register of members and Domestic Share register of members of the Bank on Wednesday, July 9, 2025 will be entitled to receive the final dividends. The Shareholders who qualify for receiving the final dividends shall lodge all transfer documents together with the relevant share certificates with the Bank's H Share Registrar in Hong Kong, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the Shareholders of H Shares), or the office of the Board, at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Shareholders of Domestic Shares), for registration no later than 4:30 p.m. on Thursday, July 3, 2025.

4. Report of Final Financial Accounts for 2024

For details of the audited final financial accounts for the year ended December 31, 2024 prepared in accordance with the International Financial Reporting Standards, please refer to the financial statements in the annual results announcement of the Bank for the year ended December 31, 2024 dated March 27, 2025 and the annual report of the Bank for the year ended December 31, 2024.

LETTER FROM THE BOARD

5. Financial Budget for 2025

Based on the demand for the Bank's strategic development and business expansion, the Bank plans to arrange capital expenditure of approximately RMB417.01 million in 2025, details of which are as follows:

- (1) purchases, construction and renovation of business premises of approximately RMB89.50 million, mainly used for expenditure on projects such as decoration and renovation and optimization of layout of new outlets and existing properties for business and office, etc.;
- (2) purchases of equipment of approximately RMB71.90 million, mainly used for expansion of hardware production resources such as databases and purchase of technological equipment such as security protection equipment, as well as for purchases of electronic equipment for business and office uses, machinery equipment, and business vehicles; and
- (3) IT construction of approximately RMB255.61 million, mainly used for expenditure on construction-based, demand development-based and auxiliary tool-based IT projects.

6. Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Directors during 2024

For the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Directors during 2024, please refer to Appendix III to this circular.

7. Report of the Board of Supervisors on Assessment on the Performance of Duties by Supervisors during 2024

For the Report of the Board of Supervisors on Assessment on the Performance of Duties by Supervisors during 2024, please refer to Appendix IV to this circular.

8. Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Members of the Senior Management during 2024

For the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Members of the Senior Management during 2024, please refer to Appendix V to this circular.

9. Appointment of Auditors to Audit Financial Statements for 2025

Reference is made to the announcement of the Bank dated May 27, 2025 in relation to the change of auditors. Pursuant to the Administrative Measures for the Appointment of Accounting Firms by State-owned Financial Enterprises (《國有金融企業選聘會計師事務所管理辦法》) (Caijin [2020] No. 6) issued by the Ministry of Finance of the PRC, the term of appointment of an accounting firm by a financial enterprise shall not exceed five years in principle. Ernst & Young has been engaged as the auditing firm for the financial statements of the Bank for five consecutive years

LETTER FROM THE BOARD

since 2020. In order to comply with above requirement, the Bank's auditing service was put out to invite tendering and KPMG Huazhen LLP and KPMG won the bidding. The Board has resolved, with recommendation of the audit committee of the Board, to propose the appointment of KPMG Huazhen LLP and KPMG as the auditors of the Bank for the year 2025.

An ordinary resolution will be proposed at the AGM to consider and, where appropriate, approve the appointment of KPMG Huazhen LLP as the domestic auditor of the Bank for the year 2025, and the appointment of KPMG as the international auditor of the Bank for the year 2025, to hold office until the conclusion of the next annual general meeting of the Bank. The audit fees for the domestic and international financial statements for 2025 and the review fee for the international half-yearly financial statements are expected to be approximately RMB3.00 million.

10. Proposed appointment of Directors of the Sixth Session of the Board of Directors of the Bank

Reference is made to the announcement of the Bank dated March 27, 2025 that the Board resolved to nominate Mr. RONG Changqing (容常青) (“**Mr. Rong**”) as a non-executive Director. The appointment of Mr. Rong as a non-executive Director is subject to the approval by the Shareholders at the AGM and the approval of Mr. Rong's qualification for directorship by Shanxi Supervision Bureau. Due to work changes, Mr. MA Hongchao has proposed to resign from his positions as a non-executive Director, the vice chairman of the Board, and a member of the nomination, remuneration and HR committee of the Board. His resignation will not become effective until the date of the approval by Shanxi Supervision Bureau on the qualification of directorship of Mr. Rong.

Reference is made to the announcement of the Bank dated May 27, 2025 that the Board resolved to nominate each of Mr. GAO Yurong (高玉榮) (“**Mr. Gao**”) and Mr. WANG Xiankui (王先奎) (“**Mr. Wang**”) as a non-executive Director, and Mr. WU Xiaoping (吳小平) (“**Mr. Wu**”) as an independent non-executive Director. The appointment of each of Mr. Gao and Mr. Wang as a non-executive Director and Mr. Wu as an independent non-executive Director is subject to the approval by the Shareholders at the AGM and the approval of each of Mr. Gao, Mr. Wang and Mr. Wu's qualification for directorship by Shanxi Supervision Bureau. Due to retirement, Mr. WU Canming (武燦明) has proposed to resign as a non-executive Director. His resignation will not become effective until the date of the approval by Shanxi Supervision Bureau on the qualification of directorship of a new non-executive Director. Due to retirement, Mr. LIU Chenhong (劉晨行) has proposed to resign as a non-executive Director and a member of the audit committee of the Board. Mr. LIU Chenhong's resignation will not become effective until the date of the approval by Shanxi Supervision Bureau on the qualification of directorship of a new non-executive Director.

The biographical details of Mr. Rong, Mr. Gao, Mr. Wang and Mr. Wu are set out in Appendix VI to this circular.

LETTER FROM THE BOARD

The nomination, remuneration and HR committee of the Board recommends candidates for independent non-executive Directors to the Board in accordance with the following selecting criteria and nomination procedures:

- identifying qualified individuals as independent non-executive Directors and selecting or making recommendations to the Board on selection of individuals nominated for independent non-executive Directors after due consideration of the requirements of the PRC Company Law, the Commercial Banking Law of the People's Republic of China (《中華人民共和國商業銀行法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Corporate Governance Guidelines for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the Administrative Measures for the Independent Directors of Listed Companies of China Securities Regulatory Commission (中國證券監督管理委員會《上市公司獨立董事管理辦法》) and the Articles of Association, the Rules of Procedures for the Shareholders' General Meeting, the Rules of Procedures for the Board of Directors of the Bank and other laws and regulations, normative documents and documents in relation to internal governance with combination of the actual situation of the Bank's work and the contributions that such candidates may make to the Board considering various factors, including but not limited to, cultural and education background, qualification, perspectives, skills, professional experience, independence, and gender diversity;
- assessing the sufficiency of time commitment of an independent non-executive Director to affairs of the Board; and
- assessing the independence of independent non-executive Directors with reference to the factors as set out in Rule 3.13 of the Hong Kong Listing Rules and any other factors the nomination, remuneration and HR committee or the Board deems appropriate to determine their qualifications.

Mr. Wu has a solid academic background and extensive experience in banking management, financial products innovation and business management. The election of Mr. Wu as an independent non-executive Director is conducive to the continuous and effective performance of the Board, which meets the requirements for diversity of the Board.

The Bank will enter into a service contract with each of Mr. Rong, Mr. Gao, Mr. Wang and Mr. Wu for a term of office commencing from the date of approval of his qualification of directorship by Shanxi Supervision Bureau till the date of the expiration of the term of office of the sixth session of the Board (three years from December 22, 2022), which may be terminated by the Director with a written notice submitted to the Board. Mr. Rong, Mr. Gao and Mr. Wang will not receive any remuneration from the Bank. The annual fees for Mr. Wu as an independent non-executive Director are expected to be RMB200,000 (pre-tax) with reference to his duties, responsibilities to the Bank and the prevailing market conditions.

Mr. Wu has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Hong Kong Listing Rules; (ii) he has no past or present financial or other interest in the business of the Bank or its subsidiary or any connection with any core connected person (as defined in the Hong

LETTER FROM THE BOARD

Kong Listing Rules) of the Bank; and (iii) there are no other factors that may affect his independence at the time of his appointment. The Board considers that Mr. Wu is independent pursuant to the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules.

Each of Mr. Rong, Mr. Gao, Mr. Wang and Mr. Wu has confirmed that, save as disclosed in this circular, as at the date of this circular, he (i) has not held any other positions in the Bank or its subsidiary; (ii) has not held any other directorship or supervisorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Bank; and (v) does not have any interest in the Shares of the Bank which are within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, there are no other matters in relation to the proposed appointment of each of Mr. Rong, Mr. Gao and Mr. Wang as a non-executive Director and Mr. Wu as an independent non-executive Director that need to be brought to the attention of the Shareholders or any other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Hong Kong Listing Rules.

11. Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Bank dated May 27, 2025 in relation to the proposed amendments to the Articles of Association. Pursuant to the PRC Company Law which takes effect from July 1, 2024, the Notice on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law (關於公司治理監管規定與公司法銜接有關事項的通知) (Jingui [2024] No. 23) issued by National Financial Regulatory Administration (國家金融監督管理總局) on December 17, 2024, and relevant amendments to the Hong Kong Listing Rules, and taking into account the actual situation of the Bank, the Bank proposed to amend certain provisions of the current Articles of Association. Please refer to Appendix VII to this circular for the details of proposed amendments to the Articles of Association.

It is proposed that the AGM authorizes the Board of Directors and the Board of Directors then delegates to the chairman of the Bank to make necessary and appropriate changes to the Articles of Association according to the advices on amendments proposed by the regulatory authorities in the process of submitting to the regulatory authorities for approval. The proposed amendments to the Articles of Association will take effect from the date of approval from Shanxi Supervision Bureau.

12. Proposed Amendments to the Rules of Procedures for the Shareholders' General Meeting

Please refer to Appendix VIII to this circular for the details of proposed amendments to the Rules of Procedures for the Shareholders' General Meeting.

13. Proposed Amendments to the Rules of Procedures for the Board of Directors

Please refer to Appendix IX to this circular for the details of proposed amendments to the Rules of Procedures for the Board of Directors.

LETTER FROM THE BOARD

14. Proposed Discontinuation of the Establishment of the Board of Supervisors

Pursuant to the Notice on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law (關於公司治理監管規定與公司法銜接有關事項的通知) (Jingui [2024] No. 23) issued by National Financial Regulatory Administration (國家金融監督管理總局) on December 17, 2024, financial institutions may, in accordance with the articles of association, establish an audit committee composed of directors under the board of directors to exercise the functions and powers of the board of supervisors as prescribed under the PRC Company Law and other applicable regulatory requirements, in lieu of establishing the board of supervisors or appointing supervisors.

Considering the actual situation of the Bank and the corporate governance practices, and in order to further improve decision-making efficiency and optimize the governance structure, the Bank proposes to discontinue the establishment of the Board of Supervisors or Supervisors and the functions and powers of the Board of Supervisors under the PRC Company Law and relevant regulatory requirements shall instead be exercised by the audit committee under the Board. The resolution on the proposed discontinuation of the establishment of the Board of Supervisors is subject to the approval of the Shareholders at the AGM and the approval of Shanxi Supervision Bureau on the amendments to the Articles of Association to be received by the Bank. Upon the receipts of such approvals, all incumbent Supervisors will retire then and the related governance documents of the Board of Supervisors will be repealed accordingly.

III. OTHERS

In addition, the Shareholders will listen to the report on related party transactions of the Bank for 2024 and the evaluation report on principal Shareholders and major Shareholders for 2024 at the AGM, the text of which is set out in Appendix X and Appendix XI to this circular, respectively.

IV. THE AGM

The AGM will be held at the Conference Room, 22nd Floor, No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC at 10:00 a.m. on Friday, June 27, 2025, to consider and, if thought fit, approve the resolutions relating to the matters set out in the notice of the AGM. The proxy form is enclosed with this circular and has been published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jshbank.com). The notice of the AGM is set out on pages 237 to 240 of this circular.

The Bank's register of members of H Shares will be closed from Tuesday, June 24, 2025 to Friday, June 27, 2025 (both days inclusive), during which no transfer of H Shares will be effected. The Shareholder(s) whose name(s) appear(s) in the Bank's register of members as at the close of business on Monday, June 23, 2025 shall be entitled to attend and vote at the AGM. Shareholders of H Shares who intend to attend and vote at the AGM shall deliver all transfer document(s) together with relevant share certificates and other appropriate document(s) to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on Monday, June 23, 2025.

LETTER FROM THE BOARD

If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other authorization documents under which the instrument is signed must be notarized and shall be deposited together and at the same time with the instrument appointing the proxy. To be valid, the proxy form together with a notarially certified copy of the power of attorney or other authorization document(s) must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the Shareholders of H Shares) or the office of the Board of Directors at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the Shareholders of Domestic Shares) not later than 24 hours before the scheduled time for the commencement of the AGM (i.e. 10:00 a.m. on Thursday, June 26, 2025) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, only in such event, the instrument appointing a proxy will be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all resolutions at the AGM will be voted by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The voting results will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jshbank.com) in accordance with Rule 13.39(5) of the Hong Kong Listing Rules.

V. RECOMMENDATIONS

The Board (including independent non-executive Directors) is of the opinion that all resolutions proposed at the AGM are in the interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed at the AGM (if applicable).

VI. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices I to XI to this circular.

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

Taiyuan, May 28, 2025

* *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.*

In 2024, the Board of Directors of the Bank, under the strong leadership of the Party Committee of the head office, always adhered to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, resolutely persevered the spirits of the 20th National Congress of CPC and 1st, 2nd and 3rd Plenary Session of the 20th CPC National Congress, comprehensively implemented the decision-making and arrangement of the provincial party committee and the provincial government, firmly adhered to the two themes of security, stability and high-quality development, maintained strategic focus, adhered to the transformation direction, continued to improve corporate governance, strictly stuck to the bottom line of risk management, maintained a good momentum of healthy, stable and sustained development throughout the year, and achieved good operating results. The Board hereby reports its work performance in 2024 as follows:

I. OPERATING RESULTS ACHIEVED (RELEVANT FIGURES ARE ON THE BASIS OF THE GROUP)

As of the end of 2024, the Group's total assets reached RMB376.306 billion, increased by RMB15.001 billion or 4.15% as compared to the beginning of the year, while deposits from customers reached RMB300.863 billion, increased by RMB19.781 billion or 7.04% as compared to the beginning of the year; and balance of loans reached RMB201.414 billion, increased by RMB9.978 billion or 5.21% as compared to the beginning of the year. The Group's net profit in 2024 was RMB1.750 billion, decreased by RMB0.251 billion or 12.54% as compared to the same period in 2023. As of the end of 2024, the Group's non-performing loans rate was 1.77%, decreased by 0.01 percentage point as compared to the beginning of the year; return on average equity was 6.88%, decreased by 1.43 percentage points as compared to the beginning of the year; capital adequacy ratio reached 12.84% with tier-one capital adequacy ratio of 10.97% and core tier-one capital adequacy ratio of 10.18%, and allowance coverage ratio of 205.46%. All the main regulatory indicators aligned with the regulatory requirements, and maintained a good momentum with sustained, steady and healthy development.

II. MAIN WORK PERFORMED

(I) Executing Strategic Plan and Promoting to Achieve High-quality Development

Focusing on high-quality development, adhering to the general keynote of seeking progress in a stable manner, and organizing around the strategic vision and development goals, the Board continuously monitored and promoted the implementation of the guidance of the 2021-2025 Development Strategic Plan (《2021-2025年發展戰略規劃》). Firstly, the Board strengthened strategic goals and adhered to the market positioning of city commercial banks to make mid-term revisions to its strategic plan and fully implemented the spirit of the Central Financial Work Conference, deepened reform and renovation, leading to a high-quality development realized by the Bank. Secondly, the Board strengthened strategy supervision, planned around the province's economic work to strengthen the important strategic deployment that links up and down, conducted supervision of direct branches in Taiyuan City and non-local branches to strengthen serve the economic development of their municipalities, fully implemented the Bank's positioning and requirement of serving the local real economy. Thirdly, the Board strengthened strategy implementation, improved the mechanism for strategic assessing and supervising, carried out an annual assessment of strategy implementation, strengthened the tracking and evaluation of the progress of strategy implementation, and provided full

support to the senior management in promoting the strategy implementation. Fourthly, the Board strengthened the digital transformation, continuously promoted the digital transformation strategy, implemented major matters such as data governance strategic planning, approval and supervision statistics and data quality management, and promoted technology-enabled business transformation and development.

(II) Enhancing the Corporate Governance and Continuously Improving Governance Efficiency

The Board continuously strengthened the construction of corporate governance and further enhanced the compliance and effectiveness of corporate governance. Firstly, the Board continued to promote the organic integration of Party leadership and corporate governance, and strictly fulfilled the procedure of preliminary research by the Party Committee to ensure that the Party Organization plays the role of setting the direction, managing the overall situation and ensuring implementation. Secondly, the Board convened and held the Shareholders' general meetings and Board meetings in compliance with the law and regulations. The 2023 annual general meeting and 2024 first extraordinary general meeting were proposed and convened by the Board in 2024, at which a total of 19 proposals were considered and approved, and two reports were debriefed. A total of five Board meetings and 26 special committee meetings were prepared and convened by the Board in 2024, at which a total of 69 proposals were considered and approved, and 58 reports were debriefed. All Directors are diligent and dedicated and the function of scientific decision-making was effectively leveraged. Thirdly, the Board organized and convened the symposiums between the chairwoman of the Board and the independent Directors in accordance with the requirements of the Hong Kong Stock Exchange, in which independent Directors held in-depth discussion with the chairwoman of the Board on the Bank's corporate governance, development strategies, risk management, etc., pointed out the problematic situations, exchanged practices from peers, and put forward opinions and suggestions, promoted the improvement of corporate governance and the development of the Bank's operation. Fourthly, the Board formulated special topics according to the professional expertise of the independent Directors, focusing on digital transformation, information technology strategy, financial management and other key areas, and the independent Directors led the training and learning and thematic research works, gave full play to their professional experience and expertise, and guided the work of the relevant departments. Fifthly, the Board strengthened the Shareholders and equity management, continuously optimized the shareholding structure and carried out the verification of Shareholders' shareholding penetration information, prudently assessed the qualifications and performance of principal shareholders and regulated the conducting of related party transactions and continuously regulated conducts of principal Shareholders.

(III) Optimizing Capital Management and Enhancing the Overall Capital Strength

The Board firmly implemented the philosophy of saving capital, emphasized improving the efficiency of capital utilization, and urged the Bank to maintain a reasonable level of capital adequacy. Firstly, the Board practically fulfilled its capital management obligations, reviewed and formulated plans for annual capital adequacy ratio management, listened to reports on capital adequacy ratio management and internal capital adequacy assessment on a regular basis, and continued to pay attention to capital adequacy and the trend of capital movement, to ensure maintaining a reasonable level of capital adequacy ratio and continuously meeting the regulatory

requirements. Secondly, the Board strengthened collective capital management, improved the pricing management capabilities and capital burning appraisal, continuously optimized the assets and liabilities structure, directed capital to capital-lite business and improved the efficiency of capital uses. Thirdly, the Board comprehensively arranged capital replenishment by actively expanding external channels to replenish capital while continuously strengthening its ability to replenish capital with internal resources. The Bank successfully issued undated capital bonds of RMB2 billion through public bidding on September 19, 2024 under the leadership of the assets and liabilities management department and the support of relevant departments such as the financial market department, investment banking department, financial accounting department, science & technology information department, and operation management department. Fourthly, the Bank formulated the Capital Administrative Measures of Jinshang Bank (《晉商銀行資本管理辦法》) that are in line with the actual situation of the Bank in accordance with the Capital Administrative Measures for Commercial Banks (《商業銀行資本管理辦法》) and the Leverage Ratio Administrative Measures for Commercial Banks (《商業銀行槓桿率管理辦法》).

(IV) Enhancing Risk Control Compliance and Improving Risk-resistance Capacity

The Board held firm to the operation and development concept of “prudent, compliance, and stable operation”, continuously improved the comprehensive risk management structure, strictly sticking to the bottom line of compliance operation and risk management, effectively gave play to the role of internal and external audit and supervision, and ensured the Bank’s safe and stable development. Firstly, the Board optimized the top-level design, strengthened the leadership of the Party and highlighted the “risk management by the Party”. The Board constantly strengthened the core role of the Party’s leadership and established the legal status of the Party committee in corporate governance to ensure that “the shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the senior management” carry out their work under the leadership of the Party. Before making major decisions, the Board of Directors and senior management sought deliberation from the Party Committee as the prepositive procedure. The Bank adhered to and strengthened the centralized and unified leadership of the Party over financial work. By establishing a comprehensive risk management system, improving the long-term mechanism for risk control, making innovation in the path of digital transformation of risks, and cultivating the core concept of risk culture, the Board continuously promoted the risk management of the Bank towards the more professional, intelligent and refined features, firmly guarding the bottom line of no systematic financial risks. Secondly, the Board fully promoted the implementation of the early correction mechanism for “early identification, early warning, early exposure and early disposal” of financial risks. In 2024, the Bank formulated the Implementation Opinions of Jinshang Bank on Fully Implementing the Management Mechanism for ‘Early Identification, Early Warning, Early Exposure, and Early Disposal’ of Risks (《晉商銀行關於全面落實風險管理「早識別、早預警、早暴露、早處置」機制的實施意見》), forming a management system with the risk management department as the main body, a prevention system with business line departments as the main body, an inspection system with the audit and the compliance departments as the main body, and an accountability system with the legal and compliance department as the main body. A comprehensive risk management system featuring “unified leadership by the Party Committee, horizontal coordination among the front, middle and back offices, and vertical interaction among the headquarters and branches” has been established. Thirdly, the Board accepted the upgraded inspection by the National Financial Regulatory Administration, continuously strengthened internal control and compliance construction, consolidated the concept of legal and

compliance culture, improved the legal and compliance management system, and continuously promoted the abolition, amendment and establishment of systems. It persistently strengthened supervision and inspection of potential risks and dangers in key areas, enhanced the rectification and implementation of regulatory opinions and problems identified in internal and external inspections, and continuously improved the level of operation and management in accordance with laws and regulations. Fourthly, the Board continuously enhanced supervision over audit, scientifically formulated audit plans, and focused on the audit supervision of key businesses, important cycles, critical areas and important positions, conscientiously listened to reports on internal and external audits as well as various audit matters, and continued to pay attention to the rectifications of audit issues, and contributed to improving the management level of the Bank.

(V) Strengthening the Information Disclosure and Safeguarding the Legitimate Rights and Interests of Shareholders

The Board strictly complied with domestic and foreign regulations, adhered to the principles of truthfulness, accuracy, promptness, completeness and fairness, conducted information disclosure in a compliant and efficient manner, highly emphasized investor relations management and Shareholders' investment return, and effectively safeguarded the rights and interests of Shareholders. 42 announcements were issued on the Hong Kong Stock Exchange and the Bank's official website in 2024, including annual report, interim report and other periodic reports, interim announcements, monthly returns and corporate governance documents and so on. The Board truthfully, accurately, promptly and completely fulfilled its obligation of information disclosure, and effectively protected the information rights of investors, especially small and medium-sized investors. The resolution of profit distribution plan for 2023 was considered and approved at the 2023 annual general meeting, actively providing Shareholders with reasonable investment returns.

(VI) Practicing Social Responsibility and Establishing a Good Social Image

The Board adhered to the concept of social responsibility, actively integrated into regional development, and used various financing methods and more efficient and convenient financial products and services to effectively support the local economy and social development; the Board kept promoting inclusive finance, expanding the issuance of loans in small and micro size and actively supported the development of small to micro enterprises by launching financial products such as "credit loan (誠信貸)", "bill loan for small and micro enterprises (小微企業質票貸)", "financing guarantee and trade credit (融擔易貸)" and "specialized, refinement, differential and innovation loans (專精特新貸)"; vigorously developed green finance, launched green financial products such as emission rights mortgages and intellectual property mortgages, and further promoted the construction of "green banks"; solidly implemented targeted poverty alleviation, deepened the connection between key rural revitalization projects and leading agricultural enterprises, and helped rural revitalization and construction.

III. KEY POINTS FOR WORK TO BE PERFORMED BY THE BOARD IN 2025

In 2025, under the leadership of the Party Committee of the head office, the Board should adhere to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strictly follow the spirit of the meetings on deepening the reform of provincial state-owned

enterprises to improve quality and efficiency, adhere to and implement the main line of promoting high-quality development in all aspects, to clarify the direction, clear the thinking, find the right path, and play a good role in decision-making and leadership in all work, to ensure that Jinshang Bank achieves new developments and breakthroughs in this new phase.

(I) Strengthen strategic leadership and promote high-quality development. The Board should stick to the strategic goals, support and supervise the senior management to steadily advance the strategic planning to be in place, initiate the formulation of a new phase of the strategic plan, and give full play to the role of strategic leadership, stick to the market positioning, serve the real economy, serve micro and small and medium enterprises, and serve urban and rural residents, promote business transformation, improve institutional structure and mechanisms, and steadily improve the quality and efficiency of development. The Board should insist on benchmarking and digging for potential, stimulating endogenous power with reform, improving data governance mechanism, comprehensively promoting digital transformation, and strengthening scientific and technological leadership. Adhere to strategic supervision, promote the dynamic connection and high degree of combination between strategic planning and implementation, in order to realize a high-quality development in promoting regional economic development, and strive to build an excellent listed bank in the region.

(II) Strengthen corporate governance and continuously improve the quality and effectiveness of governance. The Board should always adhere to the overall leadership of the Party, carefully follow regulatory policies and requirements, continue to improve the corporate governance system and operation mechanism, play a good functional role of the special committees, working authorities, secretarial authorities and other authorities, and further improve the standardization and effectiveness of corporate governance; strengthen the corporate governance supervision and evaluation work, carefully check the problems found in the regulatory rating and regulatory inspection, and timely rectify and implement them to improve the Bank's shortcomings and weaknesses in corporate governance; optimize and improve the operating mechanism of special committees of the Board of Directors, give full play to the professional expertise and experience of Directors, and effectively improve the decision-making efficiency of the Board of Directors and the ability to perform the Directors' duties. Meanwhile, the Board should actively support the Directors to perform their duties in various ways, strengthen the Directors' investigation and research and guidance on relevant departments, to improve their performance efficiency.

(III) Strengthen the Shareholder equity management and maintain good investor relations. The Board will, in strict compliance with the latest regulatory requirements, improve the Shareholder equity management system and related party transaction management system, regulate the behaviors of major Shareholders and principal Shareholders, and safeguard the legitimate rights and interests of the Bank and all stakeholders; strengthen investor relationship management, continue to fulfill information disclosure obligations, effectively protect investors' information right, actively carry out diversified investor communication activities, continuously enhance mutual understanding and trust with investors, establish a good investor relationship, and maintain the market image of the Bank.

(IV) Strengthen the construction of comprehensive risk management and improve risk control capacity. Firstly, the Board will continue to build a comprehensive risk management system that covers all aspects, all personnel and all procedures, implement the requirement of policy measures such as the Administrative Measures for Risk Classification of Financial Assets of Jinshang Bank (《晉商銀行金融資產風險分類管理辦法》), the Implementation Rules of Risk Classification of Financial Assets of Jinshang Bank (《晉商銀行金融資產風險分類實施細則》), and the Administrative Measures for the Implementation of the Expected Credit Loss Method by Jinshang Bank (《晉商銀行預期信用損失法實施管理辦法》), and improve the risk management process. The Board should deepen the leading power of the science technology, give full play to leading technologies such as big data and AI, to build an intelligent risk management platform, and fully leverage the efficiency and level of risk management; optimize the management of credit issuance procedures, and achieve the unified credit line control over all institutions, customers, assets, procedure and life cycle. Secondly, the Board will firmly establish the concept of safety development, which is “safety as the prerequisite for development”, strengthen corporate governance, adhere to the strategic orientation of sound and high-quality development, improve the comprehensive risk management and internal control and compliance system, strengthen the rectification of the problems discovered in the bypass inspections by the National Financial Regulatory Administration and the inspections by the Provincial Party Committee, firmly guard the bottom line of no systematic financial risks. Thirdly, the Board will continue to uphold the concept of “prudent, compliance, and steady operation”, adhere to the unified combination of problem-oriented and result-oriented working methods, further advance the key line of “risk management by the Party” and effectively empower all aspects of risk management. Fourthly, the Board will continue to strengthen risk monitoring and investigation, pay close attention to the economic situation, changes in policies and systems and financial market trends, focus on key regulatory concerns, outstanding issues identified in internal and external inspections, and weaknesses in management to carry out supervision and inspection, promote the effective implementation of the system and timely rectification and correction, plug management loopholes, effectively prevent compliance risks, and promote the detailed and featured implementation of the major deployment of the Central Financial Work Conference and the provincial Party Committee’s decision-making and deployment in the Bank, so as to achieve high-quality development.

In 2024, the Board of Supervisors of Jinshang Bank strictly complied with the PRC Company Law, the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the Articles of Association and other relevant laws, laid emphasis on comprehensive integration of the Party leadership with supervision of the Board of Supervisors, and lawfully and effectively fulfilled its supervisory duties to safeguard the legitimate rights and interests of the Bank, the Shareholders, its employees, creditors and stakeholders, and assisted in the high-quality development of the Bank.

I. THE WORK OF THE BOARD OF SUPERVISORS IN 2024

(I) Held Meetings in accordance with the Laws and Regulations to Comprehensively Improve the Quality and Efficiency of Discussions

The Board of Supervisors adhered to the principles of strictness, thoroughness, and practicality for discussions, continuously established and improved the closed-loop management system and responsibility framework of “pre-meeting communication, in-meeting inquiry, and post-meeting feedback”, enhanced “strict” management, and formulated discussion procedures according to rules, with interconnected steps of “review, deliberation, inquiry, and voting”, so as to ensure compliant and efficient meeting supervision. During the year, the Board of Supervisors held a total of 14 meetings of the Board of Supervisors and its special committees, deliberated 81 proposals relating to the Bank’s periodic reports, capital, internal control, operational risks, etc., referenced 53 proposals, and formed 79 resolutions, thereby strengthening the quality and efficiency of supervision service in supporting development. Meanwhile, in accordance with internal control, compliance, and related-party transaction management requirements, the Board of Supervisors arranged the Supervisors to abstain from voting, ensuring the seriousness of supervision and the effectiveness of resolutions. The Board of Supervisors emphasized “meticulous” deliberation, carried out supervision inquiries by focusing on key aspects, and continuously conveyed the management signals of “strict supervision, strict deliberation and strict implementation”. During meetings, the Board of Supervisors focused on central economic policies, regional economic development, regulatory policy requirements, and the Bank’s development milestones, made inquiries with 40 persons (times) regarding the proposal background and objectives, and extension of tailored planning based on the proposal contents, aiming to transmit the Party policies into all aspects of operational development during the new development stage, and serve the local economy development effectively. The Board of Supervisors reinforced “practical” supervision, focused on solidifying supervision feedback to ensure tangible results. During the year, the Board of Supervisors sorted out and formed over 130 supervisory opinions based on meeting deliberations and promptly fed back to the Board of Directors and senior management. Moreover, the Board of Supervisors employed follow-up supervision measures to ensure the implementation of supervisory opinions, thereby practically contributing to operational development.

(II) Earnestly Carried Out Duty Performance Supervision and Promoted the Improvement of Top-Level Governance

The Board of Supervisors focused its supervision on key areas and steadily advanced specific supervision matters. During the year, the Board of Supervisors leveraged targeted evaluations to analyze 15 critical issues of the Bank such as data governance, comprehensive risk management, internal control management, and expected credit losses, further clarifying precise supervision

orientation, and emphasizing key areas to fully promote duty performance in compliance with regulations. Throughout the year, the Board of Supervisors organized Supervisors to attend two Shareholders' general meetings and five Board meetings on site; conducted close supervisions and inquiry supervisions five times according to laws regarding meeting procedures, matters for deliberation, voting procedures, and the independent Directors' opinions; send seven supervisory letters to the office of the Board centered on the Directors' diligence, compliance, and independence in duty performance and other matters, promoting comprehensive and effective duty performance in key positions through refined supervisory measures and making the quality and effectiveness of substantive supervision more powerful. The Board of Supervisors focused on key areas to deepen oversight, conducted the annual performance evaluation in a serious and orderly manner, and paid attention to the combination of daily supervision results with annual performance evaluations. Focusing on performance differences, it prudently conducted performance self-assessments, mutual evaluations, and evaluations by dispatched disciplinary inspectors. Meanwhile, the Board of Supervisors adhered to preliminary reviews by the Party Committee and formed three reports of the Board of Supervisors on the annual performance evaluation of Directors, Supervisors, and senior management members, which greatly enhanced the effectiveness of supervisory efforts on duty performance.

(III) Innovated and Integrated Oversight Initiatives and Promoted the Expansion of the Depth and Breadth of Oversight

The Board of Supervisors laid emphasis on establishing and improving the “two boards and one management” linkage mechanism to strengthen and enhance the quality and efficiency of top-level management. During the year, the Board of Supervisors focused on major matters and decisions within the Bank, conducted real-time monitoring of the deliberation of decisions made at meetings of the President's office of the head office, meetings of the Party Committee of the head office, and the Board meetings; enhanced supervision and intercommunication centered on internal control construction, risk management, and financial management of the Bank, and formed ten recommendation letters for meeting supervision opinions, two follow-up supervision letters, and seven letters on daily supervision opinions, effectively improving the “practical” effectiveness of supervision in promoting development. The Board of Supervisors emphasized the use of the “big supervision” mechanism across the Bank to strengthen integration and gathering of powerful synergy. The Board of Supervisors continued to strengthen communication with the second and third lines of defense, thoroughly assessed the actual conditions of operational development of the Bank, and utilized audit supervision as a strategic approach to conduct coordinated audits on the write-off of bad debts and anti-money laundering efforts across the Bank; implemented real-time tracking measures to study and analyze issues of the Bank identified during regulatory inspections by the National Financial Regulatory Administration, as well as their rectification progress; at the same time, focused on the issues discovered during inspections by the National Financial Regulatory Administration and the Provincial Party Committee, and strengthened problem rectification initiatives, to ensure that supervision produces “tangible” results. The Board of Supervisors attached importance to deeply and sufficiently utilizing the “three letters” of supervision to strengthen innovation and integration, thereby enhancing the quality and effectiveness of supervision; enriched the supervision measures, innovatively leveraged the Bank's internal OA system to conduct comprehensive and impartial data collection and analysis on supervisory matters by the Board of Supervisors, thoroughly evaluated management effectiveness and significantly broadened the scope of supervision; concentrated on

system review by sending 15 targeted supervision letters to departments such as human resources, audit, and risk management, thereby further elevating the precision of supervision capabilities; it also paid close attention to consumer right protection work, green finance initiatives, and the special survey results of the “Fenjiu(汾酒)” Professional Town, and tracked the survey effectiveness through follow-up inquiries. Meanwhile, in alignment with the “green finance” development direction, the Board of Supervisors further conducted on-site research on green finance topics in cooperation with the Comprehensive Reform Branch by visiting Meijin Huasheng Chemical New Materials Co., Ltd. (美錦華盛化工新材料有限公司), a subsidiary of Shanxi Meijin Energy Co., Ltd.(山西美錦能源股份有限公司), in order to promote development more effectively through supervision efforts.

(IV) Implemented Multiple Measures to Strengthen Self-Development and Promote the Improvement of Performance Efficiency

To lay a solid foundation and strengthen the rule of law, the Board of Supervisors steadily advanced the systemic, holistic, and coordinated construction of its legal system framework, focused on the implementation of regulatory policies, comprehensively reviewed and analyzed its management systems, and improved the supervisory laws and regulations, promoting more standardized supervision and management. During the year, the Board of Supervisors further refined and revised the Rules of Procedure for the Office of the Board of Supervisors, to ensure that the supervisory work of the Board of Supervisors was carried out in a legal and effective manner. To improve quality and strengthen professionalism, the Board of Supervisors adopted a dual approach of internal training and external instruction. From the perspective of meeting the supervision requirements for the Board of Supervisors in the new era and enhancing supervision effectiveness, the Board of Supervisors conducted a thorough analysis and detailed organization, and carefully selected training courses to improve the effectiveness of professional performance, resulting in more effective supervisory opinions. During the year, the Board of Supervisors organized participation in training sessions such as the “Four Seasons Forum” hosted by the China Banking Association and the “Training Class on Hotspots, Difficulties and Key Points in Actual Duty Performance by the Board of Directors and Board of Supervisors of Small and Medium-Sized Banks” organized by Jiaxin Yinpei(佳信銀培), specially invited professional lawyers to conduct on-site training and exchanges on “duty performance by the Board of Supervisors and Supervisors”, and focused on training on topics such as the responsibilities of the Board of Supervisors under the new PRC Company Law, effective duty performance of Supervisors, and the display of the supervisory role of the Board of Supervisors, thereby continually enhancing the effectiveness of duty performance. The Board of Supervisors optimized measures, promoted innovation, and continuously reviewed supervisory practices, perfected and improved the supervisory operation mechanism and management system, and diversified channels for collecting supervisory information, hence continuously improving the quality and timeliness of supervision and management and further ensuring the efficiency and effectiveness of supervisory work.

II. INDEPENDENT OPINIONS OF THE BOARD OF SUPERVISORS ON RELEVANT MATTERS**(I) Legal Operations**

During the Reporting Period, the Bank carried out its business activities in accordance with the law and its decision-making procedures were in compliance with the relevant provisions of the PRC Company Law, the Commercial Bank Law and the Articles of Association. The members of the Board of Directors and senior management members of the Bank are able to perform their duties faithfully and diligently, and none of them were found against any laws and regulations or the Articles of Association or damaged the interests of the Bank or the Shareholders in performing their duties.

(II) Truthfulness of Financial Reporting

Ernst & Young Hua Ming LLP has audited the annual financial report of the Bank pursuant to the accounting standard, and has issued the standard unqualified audit report for the annual financial report. The financial report gave a true, fair and complete view of the financial position and the results of operations of the Bank, and the preparation and review of the Bank's financial reports were in compliance with laws, administrative regulations and regulatory requirements.

(III) Appropriation of Profits

During the Reporting Period, the Board of Supervisors reviewed the profit distribution plan of the Bank. In the view of the Board of Supervisors, the profit distribution plan of the Bank was in line with the current actual situation and the need for sustained and sound development of the Bank, and there was no intentional damage to the interests of investors. The Bank's review procedures for the profit distribution plan complied with the relevant laws, regulations and provisions of the Articles of Association.

(IV) Related Party Transactions

During the Reporting Period, the Bank's related party transactions complied with the commercial principles and the processes of review, voting, disclosure and execution of related party transactions complied with the laws and regulations and the relevant provisions of the Articles of Association, and no act detrimental to the interests of the Company and its Shareholders has been found by the Board of Supervisors.

(V) Internal Control

The Bank constantly strengthens and optimizes the construction of its internal control system. During the Reporting Period, the Board of Supervisors reviewed the Bank's internal control evaluation report and did not find any significant deficiencies in the Bank's internal control mechanisms and systems in terms of completeness, reasonableness and effectiveness.

(VI) Information Disclosure

During the Reporting Period, the Bank strictly fulfilled its information disclosure obligations in compliance with the regulatory requirements, conscientiously implemented the information disclosure management system, and disclosed true, accurate and complete information in a timely and fair manner.

(VII) Money Laundering Risk Management

During the Reporting Period, the Bank, in strict compliance with the regulatory requirements, conscientiously implemented money laundering risk management requirements, established and improved the money laundering risk management rules and systems, refined and improved the processes and requirements for classified management of customer money laundering risks, and continuously improved the Bank's capacity and effectiveness in money laundering risk management.

(VIII) Overall Risk Management Situation

During the Reporting Period, the Bank focused on improving the overall risk management, and continued to carry out all work related to overall risk management diligently. The overall risk management work across the Bank remained stable, and no major risk incidents occurred, the overall risk control level was constantly improved.

(IX) Implementation of Resolutions at General Meetings of Shareholders

During the Reporting Period, the Board of Supervisors had no objection to the proposals and reports submitted by the Board of Directors for consideration at the general meetings of Shareholders, believing that the Board of Directors was able to strictly implement the resolutions of the general meetings of Shareholders.

III. PRIORITY WORK IN 2025

In 2025, the Board of Supervisors will consistently uphold Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era as its guiding principle, thoroughly implement the decisions and arrangements of the CPC Central Committee, the Provincial Party Committee, and the Party Committee of the head office, effectively carry out its supervisory responsibilities as mandated by laws, regulations, and the Articles of Association, innovate and optimize supervisory measures, and improve supervisory mechanisms focusing on the main supervision theme of "Supervision to Safeguard Security and Service to Promote Development" of the Board of Supervisors, and take the "Four Guarantees" as its guidance, driving the comprehensive and high-quality development of the work of the Board of Supervisors. In 2025, the Board of Supervisors will focus on the following key tasks:

(I) Continuously Strengthening Political Development and Ensuring the “Directional Support” for Supervision as a Leading Guidance

Firstly, the Board of Supervisors will uphold the Party’s comprehensive leadership. It will adhere to the fundamental requirement of thoroughly studying, understanding, and implementing Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, follow regulatory policies and the Articles of Association as the guiding principles, focus on the function orientation of the Board of Supervisors, emphasize innovation in supervision concepts, practices, and systems, and promote effective implementation of supervision through more scientific, rigorous, and open approaches, to ensure that the supervision work of the Board of Supervisors remains aligned with the Party’s guidelines and policies. Secondly, the Board of Supervisors will ensure effective operation of the corporate governance mechanism. It will strengthen dedicated supervisory function guarantees for corporate governance, focus on the corporate governance and operation mechanism of “leadership by the Party Committee, strategic decision-making by the Board of Directors, lawful supervision by the Board of Supervisors, and execution by the senior management”, enhance the linkage among the “three offices” (office of the Board of Directors, president’s office, and office of the Board of Supervisors), and reinforce top-level supervision, in order to effectively provide solid guarantees for the high-quality operation of the entire Bank. Thirdly, the Board of Supervisors will strictly fulfill its political supervision responsibilities. It will pay close attention to major decisions and arrangements by the CPC Central Committee, the Provincial Party Committee, and the Party Committee of the head office, focus on the core work arrangements and progress across the Bank, employ inquiry-based, research-based, and interview-based supervision methods, analyze management challenges, bottlenecks, and weak links, and strengthen supervision services and guarantees, so as to actively promote the Bank’s implementation of national strategic policies and regional development decisions.

(II) Keeping Aligning with Regulatory Requirements and Improving the “Mechanism Support” for Supervision

Firstly, the Board of Supervisors will strengthen procedural management and improve the collective deliberation and supervision management mechanism. Focusing on specific regulations such as the PRC Company Law, the Work Guidelines for the Board of Supervisors of Commercial Banks (《商業銀行監事會工作指引》), and the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), it will further improve the mechanism construction for the deliberation procedures such as meeting organization, entrusted authorization, proposal voting, resolution formation, meeting minutes, and supervision feedback, to ensure that the supervision activities of the Board of Supervisors are conducted in accordance with the laws and standards and enhance the effectiveness of supervisory management. Secondly, the Board of Supervisors will expand supervisory coverage and improve the institutional support mechanism. It will closely monitor the development of financial legislation, focus on the implementation of regulatory policies such as the Commercial Bank Law (《商業銀行法》), the Financial Stability Law (《金融穩定法》), and the Financial Law (《金融法》), optimize and upgrade the system building mechanisms of the Board of Supervisors, clearly define supervision processes, and enhance supervisory coverage, to continuously improve the supervision management effectiveness. Thirdly, the Board of Supervisors will closely monitor task implementation and refine the responsibility management mechanism. It will focus on system construction and assess supervisory responsibilities, establish and improve the list of supervisory matters and responsibilities of the Board of Supervisors,

further clarify regulatory requirements, standards for performance, and criteria for outcome evaluation, and strengthen substantive supervisory efforts centering on performance supervision, internal control supervision, financial supervision, and risk supervision, with an effort to enhance the operational management effectiveness across the Bank.

(III) Continuing to Innovate Supervisory Measures and Ensuring Smooth “Channel Support” for Supervision and Management

Firstly, the Board of Supervisors will effectively enhance coordination and create a powerful synergy. It will continuously improve the collaborative linkage mechanism among the “three offices”, focus on important matters and key milestones, maintain effective communication and interaction with the Board of Directors and senior management, reinforce top-level governance, effectively supervise the duty performance of Directors and senior management members, and deepen oversight over the performance of management and operational responsibilities of the Board of Directors and senior management, and promote the establishment and improvement of a corporate governance mechanism featuring strong risk control, orderly supervision, and effective execution. It will maintain ongoing horizontal coordination with dispatched disciplinary inspectors, external auditors, and internal supervision departments, pay attention to the three-tier linkage between headquarters, branches and sub-branches, further improve mutual information communication, opinion exchange, achievement sharing, and risk prevention working mechanisms, and strengthen supervision over the Bank’s operation management, internal control construction, and risk management, thereby enhancing the effectiveness of supervision services in supporting development. Secondly, the Board of Supervisors will practically strengthen investigative supervision and deepen supervisory insights. It will comply with the work arrangements of the CPC Central Committee, the Provincial Party Committee, and the Party Committee of the head office, analyze the key points, difficulties and bottleneck issues in the Bank’s operation and development, select targeted issues accurately from a corporate governance perspective, and leverage the Supervisors’ advantages of high political standing, broad vision, and strong professional competence to provide high-quality supervisory opinions to promote operation and development, thereby ensuring effective risk prevention and control while refining supervision over the Bank’s key priorities. Thirdly, the Board of Supervisors will streamline supervision channels and broaden the scope of supervision. It will firmly implement the special supervision tool of “Supervision Proposal, Procuratorial Proposal, Judicial Proposal, and Public Security Reminder Letter” of the Board of Supervisors, utilize opinion collection platforms like “Giving Courageous Advice for Jinshang (我為晉商獻諍言)” and “Direct Line (直通車)”, introduce modern, informational, and intelligent supervision methods, improve the closed-loop mechanism for pre-supervision alerts, mid-supervision, and post-judgment analysis, extend supervision touchpoints, and expand supervision coverage, in order to improve the effectiveness of supervision services in supporting development.

(IV) Persistently Strengthening Team Management and Solidifying the “Foundational Support” for Supervision Services

Firstly, the Board of Supervisors will ensure high-quality implementation of the re-election of the Board of Supervisors. Centered on the Work Guidelines for the Board of Supervisors of Commercial Banks (《商業銀行監事會工作指引》), the Articles of Association and Methods for Nomination and Election of Supervisors of Jinshang Bank (《晉商銀行監事提名選舉辦法》), the

Board of Supervisors will start by building a supervisor team with a reasonable structure, diversified professions, and high quality, oversee the nomination and election, qualification review, and proposal review of Supervisors to facilitate a smooth transition of the Board of Supervisors. Secondly, the Board of Supervisors will effectively enhance its professional capabilities. It will emphasize aligning its supervisory work with the decisions and arrangements of the CPC Central Committee, the Provincial Party Committee, and the Party Committee of the head office, combine them with regulatory requirements, actively adopt methods such as internal training, external exchanges, peer learning, and conference discussions in order to continually improve the Supervisors' professional competence and provide a solid foundation for the supervision work of the Board of Supervisors. Thirdly, the Board of Supervisors will effectively complete the internalization and transformation of supervisory measures. It will pay attention to embedding mature supervisory practices and advanced industry insights and initiatives into mechanism development, refine them into operational processes, explore new supervisory ideas and innovate supervisory measures, to better meet the requirements for supervision duty performance by the Board of Supervisors in the new era and on the new journey.

The Board of Supervisors conducted a comprehensive evaluation of the Board and its member's performance in 2024 in accordance with laws and regulations such as the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the Measures for Evaluating Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (Provisional) (《銀行保險機構董事監事履職評價辦法(試行)》), the Work Guidelines for the Board of Supervisors of Commercial Banks (《商業銀行監事會工作指引》) and the specific provisions of the Articles of Association and the Measures on Assessment on the Performance of Duties by Directors of the Board of Supervisors of Jinshang Bank (《晉商銀行監事會對董事履職評價辦法》), and is hereby reported as follows:

I. EVALUATION TARGETS AND MAIN BASIS FOR BOARD MEMBERS' PERFORMANCE IN 2024

The members of the sixth session of the Board of Directors of the Bank including two executive Directors, being Ms. HAO Qiang and Mr. ZHANG Yunfei, five non-executive Directors, being Mr. LI Shishan, Mr. MA Hongchao, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun, and five independent Directors, being Ms. HU Zhihong, Mr. CHAN Ngai Sang Kenny, Mr. WANG Liyan, Mr. SAI Zhiyi and Mr. DUAN Qingshan, who performed their duties in the Bank for more than half a year in 2024. In accordance with relevant regulatory requirements, the Board of Supervisors carried out the evaluation based on the performance of the aforementioned 12 Directors.

This year, the Board of Supervisors undertook a comprehensive assessment of the Board of Directors and its members, primarily considering a range of factors such as the convening of Shareholders' general meetings and meetings of the Board of Directors and its special committees, the attendance and opinions expressed by Directors at meetings, independent opinions provided by independent Directors on key matters affecting the Bank, documentation regarding Directors' performance of duties and the duration of their service, self-assessments and peer evaluations by Directors, as well as Directors' participation in research activities and training sessions.

II. ASSESSMENT OF THE PERFORMANCE OF DUTIES BY THE BOARD OF DIRECTORS IN 2024

In 2024, the Board of Directors of the Bank diligently aligned its efforts with the decisions and arrangements issued by the national, provincial, and municipal governments, as well as the regulatory policies shaping the financial industry, and executed its duties in strict accordance with laws, regulations, and the Articles of Association. The Board of Directors and its special committees fully executed the resolutions of the Shareholders' general meetings, and diligently fulfilled the rights and duties bestowed upon them by the Articles of Association. Additionally, the Board of Directors actively facilitated the implementation of strategic plans and business plans, and continuously enhanced the Bank's comprehensive risk management system and internal control mechanisms. The Board of Directors continuously strengthened the construction of governance efficiency in various fields, including capital management, liquidity risk management, the implementation of the expected credit loss method, data governance, etc., effectively leveraged its role in "determining strategies, making decisions and preventing risks". These efforts have collectively contributed to the Bank's sustainable and healthy development, while steadfastly protecting the legitimate rights and interests of the Bank and its Shareholders.

(I) Strategic management

In 2024, the Board of Directors of the Bank demonstrated a scientific approach to setting annual development goals that effectively aligned with the principle of “financial services for the real economy”. Focused efforts were directed toward key areas such as science and technology finance, green finance, inclusive finance, pension finance and digital finance, with increased financing support allocated to these priorities. The Board of Directors provided guidance for the formulation of targeted service initiatives from the perspective of organizational promotion, resource allocation and risk policy and fully supported the senior management to steadily advance the implementation of the five-year strategic plan, while also encouraging ongoing exploration of development pathways and the enhancement of unique operational strengths. During the Reporting Period, the Board of Directors reviewed the 2023 Annual Strategy Implementation Evaluation Report of Jinshang Bank (《晉商銀行2023年戰略執行評估報告》), further enhanced the assessment and re-evaluation of strategy implementation. This effort further promoted the continuous improvement of the Bank’s core competitiveness and service to the real economy.

(II) Comprehensive risk management

In 2024, the Board of Directors of the Bank was adhered to the “prudent and steady” risk preference, in accordance with the requirements of the Guidelines for Comprehensive Risk Management of Banking Financial Institutions (《銀行業金融機構全面風險管理指引》), it insisted on coordinating development and security, strengthened the construction of “full-caliber, full-coverage, and full-process” risk management systems for market risks, credit risks, liquidity risks, etc., further strengthened the top-level and portfolio management of various types of risks, and continued to strengthen its ability to grasp and control the overall risk situation of the Bank as a whole, and regularly reviewed and considered the reports of the senior management on the comprehensive risk assessment and single risk management, the implementation of risk management preferences and other thematic reports, so as to comprehensively assess the level of risk, risk management situation and risk tolerance capacity, as well as effectively enhanced the initiative and forward-looking nature of risk management, promoted the continuous enhancement of the Bank’s operational resilience.

(III) Capital management

In 2024, in compliance with all regulatory requirements of the new capital management the Board of Directors of the Bank was able to improve the medium- and long-term capital management, reviewed the annual capital adequacy ratio management and internal capital assessment reports, as well as the capital management audit reports, and comprehensively supervised the capital management of the Bank as a whole. The Board of Directors promoted the business transformation and structural adjustment in-depth, continuously enhanced the ability to replenish capital endogenously, continuously expanded new driving forces for improving capital profitability, ensured the sound operation of the Bank’s various capital regulatory indicators, and effectively played the role of capital as a guide and constraint for business development.

(IV) Liquidity risk management

In 2024, the Board of Directors was able to maintain a sound liquidity management strategy, closely followed the domestic economic and financial situation and monetary policy, strengthened the study and judgment of market interest rate trends, guiding senior management to proactively adjust the Bank's asset and liability structure, focused on enhancing the stability of core liabilities, and promoted the optimization of the term and structure of assets and liabilities to safeguard liquidity security. The Board of Directors was able to effectively strengthen the fulfillment of liquidity risk management, regularly listened to the liquidity risk management report, liability quality management report, and liquidity risk management audit report by senior management, and improved the monitoring of liquidity risk management regulatory indicators and the review of stress test results and judgment. The Board of Directors was able to supervise the senior management to improve the liquidity risk management operation mechanism, and actively coped with liquidity risk management pressures brought by the changes in market interest rates, so as to ensure that the Bank's liquidity is reasonably sufficient.

(V) Data governance

In 2024, the Board of Directors was able to further strengthen the top-level design and leadership of the Bank's digital transformation and data governance work, consistently advanced the implementation of data governance strategic plans, boosted resource investment dedicated to digital transformation and data governance, continuously refined mechanisms for managing data quality, and reviewed the 2024 Annual Data Governance Self-assessment Report of Jinshang Bank (晉商銀行2024年度數據治理自評估報告)). The Board of Directors remained focused on key areas including the data governance structure, data management, data security, data quality, and the realization of data value, geared efforts toward targeted remediation and deepened the source-based governance, contributing to the elevation in the overall data management levels, the enhancement of data security protection protocols, and the substantial improvements in data quality.

(VI) Combined management

In 2024, focusing on the performance requirements related to the Supervision Guidelines on Combined Management of Commercial Banks (《商業銀行併表管理與監管指引》), the Board of Directors of the Bank closely grasped the new changes and trends in combined management at the group level, optimized the initiatives of combined management, and reinforced the control of overall risks at the Group level. Moreover, it steered the development of the Management Measures of Combined Management of Jinshang Bank (《晉商銀行併表管理辦法》), further strengthened the leadership of the Party in respect of the holding subsidiaries, and continued to enhance the management depth and level of refinement of the management in the areas of corporate governance, finance, human resources, risk, internal transactions and other elements of combined management.

(VII) Stress test management

In 2024, the Board of Directors of the Bank was able to optimize the risk limit management in key areas such as liquidity risk and market risk, to clarify the relevant policies for stress tests, regularly listened to the test reports and test results of risk stress tests in key areas, supervised the

senior management effectively on scientific management of stress tests, strengthened the rigid constraints of the limit indicators, and promote the Bank's forward-looking risk resolution. The Board of Directors was also able to continuously push relevant departments to improve risk management and contingency plans, strengthen the full-coverage management of all types of potential risks, pay constant attention to the evolution trend of relevant risk indicators, and strengthen systematic research and judgment and forward-looking governance.

(VIII) Implementation of the expected credit loss method

In 2024, the Board of Directors of the Bank was able to base on the duty requirements for the implementation of the expected credit loss method, strengthened the anticipation and study of the impact of the implementation of the expected credit loss method, further promoted the management of the expected credit loss method under the new situation in light of the new capital regulations and the new regulations on the five-level classification of assets. The Board of Directors has coordinated and promoted the improvement of the management of models for the implementation of the expected credit loss method, parameter adjustments, and system construction in accordance with the regulatory requirements and the actual practice of the Bank, with a focus on supervising and perfecting the management mechanism, strengthening the management foundation, and standardizing the management process. The Board of Directors has performed its duties in strict accordance with the relevant requirements of the Administrative Measures for the Implementation of the Expected Credit Loss Method by Commercial Banks (《商業銀行預期信用損失法實施管理辦法》), and has listened to and considered and passed relevant proposals and reports on the model validation, parameter adjustments, management reports, audit reports of expected credit loss method, etc., and strengthened the Bank's foresight in the results of expected credit loss measurement, further enhanced the Bank's risk early warning and risk disposal capabilities.

(IX) Internal control

In 2024, the Board of Directors of the Bank was able to persistently promote the development of a sound internal control framework, continuously strengthened the compliance management of the Bank, and consolidated the achievements of the Year of System Implementation. It could effectively guide and urge the senior management to carry out relevant work such as "abolition, amendment and establishment" of the system, effective "root cause analysis and corrective actions following findings from internal and external inspections" and "investigation of employee behavior" on a regular basis. During the year, the Board of Directors reviewed various internal control and compliance reports, rectification reports of supervisory inspections and key business compliance audit reports such as the 2023 Annual Internal Control Self-assessment Report of Jinshang Bank (《晉商銀行2023年度內部控制自我評價報告》), 2023 Annual Compliance Risk Management Report of Jinshang Bank (《晉商銀行2023年度合規風險管理報告》), and 2023 Annual Operational Risk Management Report of Jinshang Bank (《晉商銀行2023年度操作風險管理報告》), continuously improved the construction of anti-money laundering management system and business continuity management, optimized the public opinion management and the emergency response mechanism for major emergencies, and constantly improved the compliance construction initiatives of the Bank.

(X) Risk management of off-balance sheet business

In 2024, the Board of Directors of the Bank was able to further optimize the structure of in-and-off-balance-sheet business, continuously promoted the sustainable development of off-balance-sheet business, promoted the stable development of off-balance-sheet business such as valet wealth management, bond underwriting and letters of credit, strengthened the risk management of off-balance-sheet business, improved the risk management mechanism of off-balance-sheet business, made efforts to strengthen the construction of risk management measurement capability, standardize the risk management of off-balance sheet business in terms of risk categorization, risk identification, risk assessment, risk monitoring and risk control of off-balance sheet business, and continuously adapted to the new changes and trends of the development of off-balance sheet business under the new situation.

(XI) Employee behavior management

In 2024, the Board of Directors further strengthened the concept of employee-centered management, listened to the staff behavior assessment reports submitted by the senior management and the relevant regulatory inspection circulars, focused on the combination of employee behavior management and employee cultivation, continued to strengthen the system construction, and guided the senior management to promptly revise and improve the policy system such as the code of conduct for employees and the accountability measures. Moreover, it deliberated and approved policies such as the Code of Conduct for Employees of Jinshang Bank (《晉商銀行從業人員行為守則》) and the Detailed Rules on Employee Conduct of Jinshang Bank (《晉商銀行從業人員行為細則》), continuously solidifying the “firewall” of employee behavior. These efforts are conducive to cultivating a bank-wide culture characterized by comprehensive, proactive, and substantive compliance.

(XII) Market risk management

In 2024, the Board of Directors of the Bank was able to reasonably determine the market risk management preferences in accordance with the Bank’s strategic planning and operating conditions, emphasized the unity of risk and profitability, specified the risk limits of the banking book and trading book, and further strengthened the management of the market risk limits; and was able to listen to the quarterly reports on market risk management and the results of the stress tests by the senior management, as well as regular internal audit reports on the management of the market risk. The Board of Directors was able to emphasize the comprehensiveness, precision and foresight of risk assessment and research, the initiative of risk prevention and control, and make timely adjustment of the corresponding management limits according to the trend of market interest rates and risk management situation to further strengthen the market risk management of the Bank.

(XIII) Prevention and control of case risk

In 2024, the Board of Directors of the Bank was able to continuously promote the improvement of the effectiveness of corporate governance, improve the organizational structure and institutional system for the prevention and control of case risks, and promote the improvement of the Bank's compliance risk management policies. It considered the 2023 Annual Case Risk Prevention and Control Evaluation Report of Jinshang Bank (《晉商銀行2023年度案件風險防控評估報告》), guided the revision of the Management Measures of Case Risk Prevention and Control of Jinshang Bank (《晉商銀行案件風險防控工作管理辦法》), further improved the construction of the Bank's internal control, strengthened the monitoring of the abnormal behaviors of the employee and conscientiously fulfilled the primary responsibility for the work of case prevention. The Board of Directors was able to fulfill the primary responsibility for case prevention work through outlets and all lines of the Bank, to continuously increase the supervision and management of high-risk businesses, high-risk links and high-risk positions, and to promote the normalization of supervision. The Board of Directors was able to provide guidance to improve the management and supervision of employee behavior, to do a good job in the early discovery, early warning, and early disposal of cases, and to enhance the forward-looking nature of the prevention and control of case risks.

(XIV) Operational risk management

In 2024, the Board of Directors of the Bank adhered to the "risk-based" core concept, further promoted the optimization of the Bank's operational risk governance framework, improved the relevant policies, systems and process management, refined the management processes and management tools, constantly optimized the risk management systems, and continued to improve the internal control management foundation. It considered the 2023 Annual Operational Risk Management Report of Jinshang Bank (《晉商銀行2023年度操作風險管理報告》), continued to strengthen the management of identification, monitoring, assessment, disposal and reporting of operational risks, and actively promoted the prevention and resolution of various types of operational risks.

III. ASSESSMENT OF THE PERFORMANCE OF DUTIES BY DIRECTORS IN 2024

(I) Directors' Fulfillment of Duty of Loyalty

All Directors were able to perform their obligations faithfully in strict accordance with the laws and regulations and the Articles of Association based on the protection of the interests of the Bank and Shareholders; truthfully report to the Bank their full-time and part-time positions, related party relationships, and the relationships of persons acting in concert and changes therein pursuant to the regulatory requirements and management requirement of related party transactions. The Board of Supervisors found that no Director had any conflict of interest from his/her full-time and part-time jobs with the Bank, and no Directors used their positions and authority in the Bank for personal gain or to harm the interests of the Bank with his/her related party relationships, accepted improper interests, disclosed confidential information of the Bank or committed other acts violating provisions as stipulated in the laws and regulations, as well as the Articles of Association. In 2024, the Bank did not receive penalties from regulatory and other authorized authorities for breach of the duty of loyalty by Directors.

(II) Performance of Duty of Diligence by Directors

In 2024, the Bank's Board of Directors held a total of 5 Board meetings, deliberated on 69 proposals and listened to or referred to 58 report matters. All Directors made efficient decisions on proposals to strengthen capital management, enhance risk prevention and control, and improve internal control, and were able to fully express their professional opinions on the matters under consideration, and were able to make suggestions on relevant issues of key concern and vote independently and objectively. During the year, the Directors attended more than two-thirds of the on-site meetings of the Board of Directors in person. All Directors were able to diligently exercise their rights and fulfill their obligations under the Articles of Association in accordance with the provisions, and the Board of Supervisors did not find any violation by the Directors of their obligations of diligence under the laws, regulations and the Articles of Association.

(III) Professionalism of Directors in Performing Their Duties

All Directors were able to base on the positioning of the duties of the Board of Directors and the actual situation of the Bank, take into account their own requirements for the performance of their duties, continued to strengthen the study of laws and regulations, regulatory provisions and industry policies, and actively participated in various types of training organized by the regulators and the Bank, so as to continue to improve the ability to perform their duties and their professional level. In the course of performing their duties, all Directors were able to continue to gain an in-depth understanding of the Bank's operation and management, effectively grasped the macroeconomic situation and industry policies, continued to pay attention to the construction of the Bank's corporate governance, risk management and control, capital management, digital transformation, compliance management, etc., carefully studied and actively responded to the difficulties and challenges faced in the Bank's operation and management, studied and proposed scientific and reasonable opinions and suggestions, and promoted the Board of Directors to make scientific decisions.

(IV) Independence and Ethics of Directors in Performing Their Duties

During the year, all Directors were able to adhere to high standards of professional ethics, not subject to the control or intervention of substantial Shareholders and insiders, performed their duties independently and autonomously, actively safeguarded the legitimate rights and interests of the Bank and all stakeholders such as Shareholders, depositors and consumers, independently and objectively made judgments and decisions on the matters under deliberation and voting, and strictly enforced the system of evasion in the performance of their duties and the provisions on confidentiality.

(V) Compliance of Directors in Performing Their Duties

All Directors were able to abide by laws, regulations, regulatory provisions and Articles of Association, continuously standardized their own performance of duties, performed their corresponding duties in compliance with the law, and performed their duties in accordance with the provisions of the Articles of Association and the relevant internal systems, and the Board of Supervisors did not identify that the Directors had taken advantage of their positions or status to seek private gain or misappropriation of the Bank's property, or acted for the benefit of Shareholders in a

manner detrimental to the interests of the Bank or the lawful rights and interests of the stakeholders. In 2024, the Bank did not receive any administrative penalties from the regulatory authorities and other authorized authorities against individual Directors.

IV. ASSESSMENT RESULTS

Based on the performance of all Directors in the year 2024, the Board of Supervisors is of the view that the Board of Directors was able to effectively perform its decision-making function and promote the Bank's compliance and sound development, and that all Directors were able to comply with laws, regulations and corporate governance requirements and demonstrate honesty and integrity while exercising the rights granted by the Articles of Association. Moreover, the Directors attended meetings in accordance with the regulations, carefully deliberated various proposals, contributed their opinions and recommendations proactively, effectively exercised the decision-making function of the Board of Directors and conscientiously and diligently performed their duties. Pursuant to the relevant requirements under Measures on Assessment on the Performance of Duties by Directors of the Board of Supervisors of Jinshang Bank (《晉商銀行監事會對董事履職評價辦法》) and in light of the performance assessment scores and Directors' self-assessments, 12 members of the sixth session of the Board of Directors of the Bank in 2024, comprising Ms. HAO Qiang and Mr. ZHANG Yunfei as two executive Directors; Mr. LI Shishan, Mr. MA Hongchao, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun as five non-executive Directors; and Ms. HU Zhihong, Mr. CHAN Ngai Sang Kenny, Mr. WANG Liyan, Mr. DUAN Qingshan and Mr. SAI Zhiyi as five independent non-executive Directors, achieved performance assessment scores of over 80 points and the assessment results indicated that they were "competent".

V. RECOMMENDATIONS ON THE PERFORMANCE OF DUTIES BY THE BOARD OF DIRECTORS IN 2025

The development and strengthening of the Board of Directors are central to corporate governance and are vital for enhancing the Bank's core competitiveness and driving sustainable, high-quality growth. In the face of an evolving landscape filled with both opportunities and challenges, Directors' responsibilities extend beyond meeting basic regulatory and compliance requirements to include improving effectiveness of duties in areas such as Party leadership, governance mechanisms, strategic guidance, and risk prevention and control. Focusing on the core functions of "determining strategies, making decisions and preventing risks", each Director should leverage their professional strength in financial management, risk prevention and control, and business operations to facilitate continuous enhancement of governance capabilities of the Board of Directors.

Firstly, the Board of Directors should uphold strategic leadership, continuously monitor the execution of the Bank's strategic initiatives and the achievement of strategic objectives, and conduct comprehensive analyses of the internal and external business environments, regulatory policies, and horizontal competitive landscape. As the Bank approaches the culmination of its five-year strategic plan, it is essential to reinforce the implementation of strategic objectives, boost transformation momentum, accelerate digital transformation and empowerment, strengthen financial budget management, and promote refined capital management. These efforts will ensure the successful completion of all tasks under the five-year strategic plan.

Secondly, the Board of Directors should enhance corporate governance effectiveness, and persistently improve its ability to perform its duties effectively. It should further refine the corporate governance system strictly according to regulatory requirements and the Bank's corporate governance practices, coordinate top-level planning with layered implementation, and elevate operational standardization and efficiency to convert the strengths of the corporate governance system into governance efficiency. Additionally, it is recommended that the Board of Directors should adhere to laws, regulations, and regulatory policies as guiding principles, standardize the convening of Shareholders' general meetings, coordinate the scheduling of its meetings and special committees' meetings, continuously optimize discussion mechanisms, and fully leverage its leading role in decision-making.

Thirdly, following the principle of pursuing progress while maintaining stability, the Board of Directors should further refine the formation and transmission mechanisms of risk appetite, maintain a prudent and steady risk appetite strategy, continuously promote the integration of risk control with business development, and ensure asset quality targets are managed effectively at each stage. It should strengthen the management of the entire credit approval process, deepen internal control and compliance management systems, and further consolidate and reinforce an awareness of compliance among all staff, which will empower the organization to fulfill its responsibilities better in preventing risks, enhancing management, and promoting growth.

Fourthly, the Board of Directors should strengthen the Directors' capacity to fulfill duties, continuously improve the corporate governance system in strict accordance with regulatory requirements and the Bank's corporate governance practices, elevate its standardized and effective operation, and increase performance training and research initiatives for Directors to enhance their compliance awareness and professional expertise in fulfilling their duties. It is recommended that the Board of Directors should consistently work to strengthen Directors' awareness of fields such as technology finance, green finance, inclusive finance, pension finance, digital finance, and areas with underdeveloped operations. Additionally, it is crucial to enhance the effectiveness of information gathering related to the performance of duties by Directors and to continuously promote the development of a learning-oriented Board of Directors. Directors' professional expertise and their role as an "intellectual think tank" should be fully utilized to translate their insights and recommendations into "proactive drivers" for overall management improvement, so as to contribute to the high-quality development of the Bank.

The Board of Supervisors conducted a comprehensive assessment of the performance of duties by itself and its members in 2024 in accordance with the laws and regulations including the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the Measures for Evaluating Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (Provisional) (《銀行保險機構董事監事履職評價辦法(試行)》), and the Work Guidelines for the Board of Supervisors of Commercial Banks (《商業銀行監事會工作指引》), as well as specific requirements such as the Articles of Association and the Measures for Assessment on Supervisors' Duty Performance by the Board of Supervisors of Jinshang Bank (《晉商銀行監事會對監事履職評價辦法》). Details of the assessment are hereby reported as follows:

I. TARGETS AND MAIN BASIS FOR PERFORMANCE ASSESSMENT BY THE BOARD OF SUPERVISORS IN 2024

The sixth session of the Board of Supervisors was elected and established at the Shareholders' general meeting on December 22, 2022, which consists of nine Supervisors, including three employee Supervisors, being Mr. XIE Liying, Mr. WEN Qingquan and Mr. SU Hua, three Shareholder Supervisors, being Mr. WANG Weiping, Ms. XU Jin and Mr. PANG Zhengyu, and three external Supervisors, being Mr. ZHUO Zeyuan, Mr. WU Jun and Mr. BAI Guangwei. In 2024, the members of the sixth session of the Board of Supervisors did not undergo any changes in their positions, and all of them had been in office for more than half a year. In accordance with the relevant regulatory requirements, the Board of Supervisors carried out the performance evaluation of the above nine Supervisors.

This year, the Board of Supervisors conducted a comprehensive assessment of itself and its members primarily based on various factors, including the convening of Shareholders' general meetings and meetings of the Board of Supervisors and its special committees, the attendance and opinions expressed by Supervisors at meetings, Supervisors' involvement as non-voting delegates at the meetings of the Board of Directors, Supervisors' routine supervisory activities related to duty performance, documentation regarding Supervisors' performance of duties and the duration of their service, self-assessments and peer evaluations by Supervisors, Supervisors' reports on their performance of duties, and Supervisors' participation in research activities and training sessions.

II. ASSESSMENT OF THE PERFORMANCE OF DUTIES BY THE BOARD OF SUPERVISORS IN 2024

In 2024, the sixth session of the Board of Supervisors was able to uphold the leadership of the Party, continuously advance the organic integration of Party leadership with corporate governance, and consistently implement the Party committee's requirements for full and strict governance over the Party and the Bank. Guided by regulatory principles, the Board of Supervisors actively adapted to the new development landscape, and fulfilled its supervisory responsibilities in accordance with laws and regulations, ensuring objectivity, fairness, scientific rigor, and efficiency. Its supervision efforts focused on key areas such as performance evaluation, strategic supervision, financial supervision, risk supervision, and internal control supervision. The Board of Supervisors continued to strengthen its capacity for supervision, and actively safeguarded the legitimate rights and interests of the Bank, Shareholders, employees, and stakeholders. As a result, the quality and effectiveness of supervision

steadily improved, and the supervisory role was more effectively leveraged. These efforts have contributed significantly to enhancing corporate governance and supporting the Bank's sustained and healthy development.

(I) Anchoring in the new development stage and maintaining correct supervision orientation

As the main body responsible for supervising corporate governance, the Board of Supervisors regards upholding the Party leadership as its fundamental principle. It remained highly aligned with the Party's directives, policies, and guidelines, prioritizing the study and implementation of the spirits of the 20th National Congress of the CPC, the Third Plenary Session of the 20th CPC Central Committee, and the Central Financial Work Conference. The Board of Supervisors emphasized integrating the Party committee's instructions with its legal supervisory functions, fully exercising its independent supervisory role. Committed to effectively implementing the principles of the "risk management by the Party", it continuously supervised the performance of duties by the Board of Directors and the senior management, regularly reported to the Party committee on the performance evaluation of Directors, Supervisors and the senior management, and consciously accepted the Party committee's supervision and evaluation of its work. This ensured that the supervisory efforts of the Board of Supervisors not only aligned with the Party committee's decisions but also supported the high-quality development of the entire Bank.

(II) Implementing the new development concepts and comprehensively fulfilling supervisory responsibilities

Firstly, ensuring effective performance supervision. During the execution of performance supervision work, the Board of Supervisors remained committed to its responsibilities, emphasizing the effectiveness of performance evaluations. It continuously monitored whether the Board of Directors and the senior management adhere to laws, regulations, and the Articles of Association through methods such as attending Shareholders' general meetings and meetings of the Board of Directors as non-voting delegates, and issuing special work letters. Specifically, in 13 key areas such as data governance, liquidity risk management, and capital management, the Board of Supervisors conducted specialized performance evaluations to assess the compliance and efficacy of the Board of Directors and the senior management in fulfilling their duties, effectively enhancing the coverage of supervision in these specific areas. The Board of Supervisors regarded performance evaluation as an important lever to promote diligent performance, strengthen risk prevention and control, and achieve high-quality development, and emphasized strict assessments that incorporate more comprehensive evaluation dimensions and more scientifically sound standards. **Secondly**, strengthening financial supervision. The Board of Supervisors effectively increased its oversight of financial matters, and diligently reviewed reports on the Bank's management and operations, periodic reports, financial audit reports, profit distribution plans, and financial budgets and final accounts to ensure a timely understanding of major financial decisions and their implementation. For issues such as bad debt write-offs and non-performing asset disposal, it provided relevant requirements and supervisory opinions. **Thirdly**, intensifying risk supervision. The Board of Supervisors closely monitored changes in external and internal environments and regulatory indicators. It conducted in-depth research and analysis of the eight major risk areas faced by commercial banks, continuously tracked changes in corporate asset quality, and regularly reviewed risk management reports to secure a comprehensive understanding of risk management in key areas including credit risk, liquidity risk, operational risk,

market risk, reputation risk, legal risk, strategic risk, and compliance risk. It increased daily supervision efforts to enhance risk management capabilities. **Fourthly**, consolidating internal control supervision. The Board of Supervisors regularly listened to reports on employee behavior assessments, case prevention and control, data governance, consumer rights protection, and related party transactions. It remained concerned about the development of internal controls, external regulatory inspections, and issues identified through internal audits and their rectifications, followed up on supervision and inspection results from regulatory bodies, intensified supervision on internal control self-assessments, and reviewed annual internal control evaluation reports. It studied deficiencies and gaps in internal controls and proposed improvement suggestions, thereby promoting the further strengthening of the internal control system and continuously improving internal control standards.

(III) Integrating into the new development paradigm and continuously improving supervision effectiveness

The Board of Supervisors adhered to the directives of regulatory bodies and the Shareholders' general meetings and performed its duties in strict alignment with the Bank's Articles of Association and the Rules of Procedures for the Board of Supervisors. It further improved the quality and effectiveness of supervision through daily supervision, performance evaluations, and targeted supervision in key areas, and made better use of the special supervision tool of "Supervision Proposal, Procuratorial Proposal, Judicial Proposal, and Public Security Reminder Letter". Moreover, the Board of Supervisors prioritized pre-supervision for major decisions and mid-supervision for significant business activities, and encouraged rectification of issues spotted from internal and external inspections during post-supervision. It integrated risk warnings before events, on-site and off-site supervision during events, vigorous inquiries, precise recommendations and rectifications after events, to further turn supervisory results into governance efficiency.

III. ASSESSMENT OF THE PERFORMANCE OF DUTIES BY SUPERVISORS IN 2024

(I) Performance of Duty in Good Faith and Loyalty by Supervisors

In 2024, all Supervisors strictly observed the laws and regulations and the requirements under the Articles of Association, acted in the best interest of the Bank, firmly kept the Bank's confidential information and faithfully performed their duties as Supervisors. The Board of Supervisors did not find that the Supervisors took advantage of their positions in the Bank to seek personal interests, damaged the interests of the Bank by way of related party transactions, accepted improper benefits, disclosed the confidential information of the Bank, made use of the Bank's information for his/her personal benefits or violated the laws and regulations and the requirements under the Articles of Association. In 2024, the Bank did not receive any penalties from regulatory authorities and other competent authorities against the Supervisors' violation of duty in good faith and loyalty.

(II) Performance of Duty of Diligence by Supervisors

In 2024, the Bank's Supervisors dedicated sufficient time and effort to fulfill their duties, stayed informed about operational management and risk conditions, and attended meetings of the Board of Supervisors and its special committees in accordance with regulations. During the evaluation

period, the Bank's Board of Supervisors held five meetings in total, considered and discussed 81 proposals, and listened to or reviewed 53 reports; held five meetings of the Supervision Committee, and considered and discussed 67 proposals; held four meetings of the Nomination Committee, and considered and discussed 12 proposals. All the Supervisors carefully reviewed all meeting materials, had a sound grasp of the proposals, and actively contributed suggestions during discussions. They also emphasized safeguarding the legitimate rights and interests of minority Shareholders and other stakeholders, and exercised independent and objective judgment when voting. A total of 40 on-site questions were conducted throughout the year, with more than 50 feedback to the Board of Directors and 40 feedback to the senior management. The attendance rate of all Supervisors in person at the on-site meetings of the Board of Supervisors exceeded two-thirds, and their average working time in the Bank was 21 days, and not less than 15 working days.

During the evaluation period, the Bank's external Supervisors maintained ongoing oversight of the Bank's operations, management, financial condition, risk exposure and other key areas. They adhered to principles of objectivity, independence, and prudence in their work, and fully leveraged their professional expertise to offer constructive suggestions multiple times while performing their duties. Shareholder Supervisors actively participated in meetings of the Board of Supervisors as well as research and training activities organized by the Bank. They strictly observed the conflict-of-interest avoidance principle during voting on related party transactions, proactively engaged in understanding significant matters such as the Bank's operational development and risk management, and diligently supervised the review and implementation of major decisions of the Bank, effectively safeguarding the overall interests of the Bank and the legitimate rights and interests of all Shareholders. Capitalizing on their strengths, employee Supervisors attended various important operations and management meetings. Throughout the year, acting as designated Supervisors, they participated in five meetings of the Board of Directors as non-voting delegates to ensure the legality of meeting procedures and voting processes. They gained a comprehensive understanding of the execution of decisions of the Board of Directors and widely solicited employees' opinions and suggestions on regulations and major issues affecting their vital interests, helping to protect employees' lawful rights and benefits.

(III) Professionalism of Supervisors in Performing Their Duties

In 2024, all Supervisors could base their efforts on the supervisory responsibilities of the Board of Supervisors, and leverage their respective areas of expertise to further strengthen research and analysis in key areas such as corporate governance, financial management, capital management, and risk management, thereby promoting the scientific and rational nature of the supervisory function of the Board of Supervisors. In 2024, focusing on the goal of building a "learning-based Board of Supervisors" (「學習型監事會」), all Supervisors actively attended various training sessions organized by the Bank, and efficiently participated in collective study and discussions within the Board of Supervisors, enabling them to promptly understand and grasp the latest economic trends, regulatory developments, and supervisory requirements. This approach strengthened their theoretical knowledge, policy understanding, and professional capabilities necessary for fulfilling their duties. Throughout the year, the Board of Supervisors organized three specialized training sessions on corporate governance for its members and conducted an in-depth research project on "green finance" (「綠色金融」), boosting and empowering the high-quality development of the Bank through supervision services.

(IV) Independence and Ethics of Supervisors in Performing Their Duties

In 2024, all Supervisors adhered firmly to the high standards of professional ethics, kept free from the influence of major Shareholders, senior management staff as well as other entities and individuals with an interest in the Bank, actively safeguarded the interests of the Bank and all Shareholders, strictly enforced the withdrawal on duty performance and confidentiality, and took the initiative to report on their personal related party relationships. The Supervisors stayed committed to the principles of independence, objectivity and impartiality in making judgments and decisions on matters under consideration and voting by the Board of Supervisors, and actively and effectively fulfilling their supervisory duties.

(V) Compliance of Supervisors in Performing Their Duties

In 2024, all Supervisors upheld high standards of professional ethics, remaining independent from control or interference by major Shareholders and internal personnel. They complied with laws, regulations, regulatory provisions, and the Articles of Association, performed corresponding duties independently in accordance with laws and regulations, and diligently observed the conflict-of-interest avoidance principle and confidentiality regulations. The Supervisors truthfully disclosed any changes to their full-time and part-time roles, holdings of the Bank's shares, or interests in related parties as mandated by regulations, and did not engage in activities that harm legitimate rights and interests of the Bank, all the Shareholders and other stakeholders or seek benefits for related parties. It is verified that the Supervisors did not receive any accountability or penalty from the Bank or regulatory authorities in 2024.

IV. ASSESSMENT RESULTS

During the evaluation period, all the members of the sixth session of the Board of Supervisors consistently adhered to a high standpoint and strengthened their responsibilities. They faithfully, independently and prudently fulfilled their supervisory duties in strict accordance with laws and regulations, regulatory requirements and the Articles of Association, and carried out supervisory work with dedication and professionalism in a standardized and efficient manner. Closely aligning their efforts with the core work of the Board of Supervisors, they conscientiously exercised their powers and responsibilities granted by relevant laws, regulations, and the Articles of Association, attended relevant meetings in accordance with legal procedures, carried out supervisory work efficiently in compliance with the standard, gained an in-depth understanding of the Bank's operational circumstances, actively proposed supervisory opinions and suggestions, and effectively played their supervisory roles. Their committed performance has been instrumental in strengthening the Bank's governance framework, actively safeguarding the legitimate rights and interests of stakeholders, and contributing to the Bank's healthy, high-quality development. The comprehensive performance assessment results indicated that nine members of the sixth session of the Board of Supervisors of the Bank in 2024 were "competent", who are Mr. XIE Liying, Mr. WEN Qingquan, Mr. SU Hua, Mr. ZHUO Zeyuan, Mr. WU Jun, Mr. BAI Guangwei, Mr. WANG Weiping, Ms. XU Jin and Mr. PANG Zhengyu.

V. RECOMMENDATIONS ON THE PERFORMANCE OF DUTIES BY SUPERVISORS IN 2025

Firstly, priority should be given to enhancing the mechanisms and strengthening the foundation of supervision. In light of relevant laws, regulations, regulatory requirements, and the Bank's actual circumstances, it is essential to continually refine and improve the supervisory framework to increase the accuracy, practicality, and applicability of the Board of Supervisors' systems. Legal standards and regulatory guidelines should serve as a compass to guide practice and promote work. Furthermore, efforts should be made to deepen communication and interaction among the Board of Supervisors, the Board of Directors, senior management, and other governance bodies, and improve coordination with internal audit departments, disciplinary inspection units, and other relevant agencies, thereby optimizing the work coordination mechanism and the information communication mechanism to foster a comprehensive supervisory effort.

Secondly, more attention should be allocated to key areas to boost the quality and effectiveness of supervision. Supervisors should further align their supervision efforts with the implementation of directives from the central, provincial, and municipal economic and financial work conferences, as well as strategic plans. They need to strengthen oversight in critical sectors such as risk management, financial operations, and internal controls, and intensify efforts to supervise corrective actions based on supervisory recommendations, thereby advancing risk prevention and resolution. Particular attention should be paid to the implementation of new regulatory requirements, including the recent capital management measures, the measures for the five-level classification management of financial assets, and the rectification of issues identified during regulatory inspections. Moreover, Supervisors should further improve and refine mechanisms for data collection, tracking, and feedback to ensure comprehensive coverage and the effective execution of supervisory activities.

Thirdly, greater emphasis should be placed on the application of supervisory outcomes to empower business growth. It is crucial to strengthen the concept of "supervisory services supporting development". The supervisory system should be refined to better align with the overall transformation and development needs of the Bank, while also adapting to the new frameworks of corporate governance. Efforts should be made to promote the high-quality development of supervisory work by balancing adherence to principles with innovative approaches, continuously improving the closed-loop management mechanism for identifying issues, transmitting recommendations, and tracking feedbacks, and reinforcing rigid constraints in applying outcomes of supervisory activities, such as performance evaluations, deliberations during meetings of the Board of Supervisors, and routine oversight. Additionally, Supervisors should carry out grassroots investigations in accordance with the decisions and deployments of the Party committee of the head office, and provide forward-looking, targeted, and feasible supervisory recommendations for key areas of transformation and development to support the Bank's high-quality development.

In accordance with the laws and regulations including the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》) and the Work Guidelines for the Board of Supervisors of Commercial Banks (《商業銀行監事會工作指引》), as well as specific requirements such as the Articles of Association and the Measures of the Board of Supervisors of Jinshang Bank for Supervision and Assessment on the Performance of Duties of Senior Management Members (《晉商銀行監事會對高級管理層成員履職監督評價辦法》), the Board of Supervisors comprehensively assessed the performance of duties of senior management members of the Bank in 2024 and is hereby reported as follows:

I. OBJECTS AND MAIN BASIS FOR THE PERFORMANCE OF DUTIES ASSESSMENT OF SENIOR MANAGEMENT IN 2024

As of the end of 2024, the senior management of the Bank consists of five members, including Mr. ZHANG Yunfei as president, Mr. WANG Qi as vice president, Mr. LI Yanbin as vice president, Mr. WANG Yibin as vice president and Mr. SHANGGUAN Yujiang as assistant to the president. In accordance with the relevant supervision requirements, the Board of Supervisors comprehensively assessed the performance of duties of the above five members of the senior management in 2024.

The Board of Supervisors conducted a comprehensive evaluation in a truthful and objective manner by reviewing information including periodic reports and special reports prepared by the senior management, internal control evaluation reports, risk management reports, the convening of meetings by the senior management and its subordinate specialized committees, individual annual work reports and performance of duties appraisal results of the senior management, as well as self-assessment and peer evaluations regarding their performance of duties. Through this process, the Board of Supervisors thoroughly understood the senior management's decision-making processes and the implementation of strategic plans.

II. ASSESSMENT OF THE PERFORMANCE OF DUTIES BY THE SENIOR MANAGEMENT DURING 2024

During the Reporting Period, the senior management strictly complied with laws, regulations, regulatory requirements, and the provisions of the Articles of Association, earnestly implemented national economic and financial policies, strictly executed the resolutions of the Shareholders' general meeting and the Board of Directors, proactively accepted the supervision of the Board of Supervisors, focused closely on the goals and tasks of high-quality development, and diligently promoted the implementation of strategic objectives in strict accordance with the strategic plans formulated by the Board of Directors. They conscientiously performed their duties, advanced the Bank's transformation and development in depth, and continuously strengthened risk management and compliance development. Throughout 2024, the senior management remained committed to implementing the Bank's development strategies and business plans, comprehensively enhanced the systematic, holistic, and coordinated advancement of all transformation initiatives, actively fulfilled their responsibilities as a local financial institution, made solid progress in the "Five Priorities," and vigorously promoted the accelerated transformation of corporate finance, retail finance, inclusive finance, and asset management. They continuously improved the comprehensive risk management system, adhered to the principle of prudent operation, and thoroughly advanced Bank-wide cost reduction and efficiency enhancement, thus accomplishing the annual business targets with good results.

(I) Execution of strategic plans

In 2024, the senior management actively implemented the major strategic directives of the Provincial Party Committee and the provincial government, firmly carried out the Bank's five-year strategic plan, and effectively supported the development of key sectors in the province. They further promoted optimizing the Bank's business structure and enhanced the quality and efficiency of serving the real economy, closely integrating the support for the local economy with the Bank's own business development. The senior management focused on key areas such as green finance, transition finance, energy reform, industrial and supply chains, and townships of special industries, continuously increased credit allocation, and adopted comprehensive measures in institutional reform, product and service upgrades, and team building enhancement. Under their leadership, various business lines advanced initiatives to improve quality and efficiency, continuously enhancing the Bank's innovation-driven development capabilities.

(II) Comprehensive risk management

In 2024, the senior management continuously promoted the development of a risk culture, further improved various risk management strategies, risk preference settings, and risk limit management. They regularly assessed the Bank's risk management status and risk tolerance, and effectively enhanced the proactive management capabilities for the eight major risk categories. They also continued to build professional teams aligned with the comprehensive risk management system. The senior management fully implemented the "Early Identification, Early Warning, Early Exposure and Early Disposal" risk management mechanism, continuously reinforced risk management in "key areas" and "weak links", and further improved the refinement and specialization of credit risk management. As a result, the Bank's overall risk management capabilities were substantially enhanced.

(III) Capital management

In 2024, the senior management leveraged the implementation of the new capital rules as an opportunity to continuously optimize internal capital management. They regularly organized capital stress testing, monitoring, and reporting, steadily advanced internal annual capital planning and assessment, and promptly conducted special audits on capital management. By guiding the Bank to deepen the implementation of capital-intensive development through performance evaluation, they continuously enhanced the Bank's ability to replenish internal capital. As of the end of 2024, the Bank's capital adequacy ratios all met regulatory requirements.

(IV) Liquidity risk management.

In 2024, the senior management continuously improved the liquidity risk management system development based on external market conditions and the Bank's actual development. They consistently advanced liquidity limit management and stress testing, strengthened liquidity risk monitoring and operational analysis, and further promoted the optimization of the asset-liability structure. Efforts were made to intensify deposit cost control and to maintain a holistic balance among

scale, structure, risk, and return. While ensuring ongoing compliance with regulatory liquidity indicators, the senior management focused on enhancing the profitability and security of fund utilization.

(V) Data governance

In 2024, the senior management resolutely implemented the Data Governance Strategic Plan of Jinshang Bank (《晉商銀行數據治理戰略規劃》) and continuously strengthened guidance and promotion of data governance across the Bank. The Data Governance Committee established under the senior management regularly received updates from relevant data governance responsible departments on the implementation progress of key initiatives and reviewed and approved important reports including the Working Rules for Data Governance Committee of Jinshang Bank (《晉商銀行數據治理委員會工作規程》), 2023 Data Governance Self-Assessment Report of Jinshang Bank (《晉商銀行2023年度數據治理自評估報告》), EAST Data Quality Enhancement Work Report (《EAST數據質量提升工作匯報》), and Assessment Report on the Implementation of Jinshang Bank Data Governance Strategic Plan (《晉商銀行數據治理戰略規劃執行情況評估報告》). These efforts further reinforced top-level design and coordinated management in data governance system improvement, standard development, data quality, and regulatory data reporting. As a result, the data governance system was continuously optimized and improved, and the quality and efficiency of data governance across the Bank were effectively enhanced.

(VI) Combined management

In 2024, the senior management further strengthened the combined management mechanism construction and reinforced risk control in key areas. They actively promoted the merger of Qingxu Jinshang Village and Township Bank Co., Ltd. and enhanced comprehensive oversight of holding subsidiaries in corporate governance, capital management, financial management, and risk management. The senior management also strengthened the management of related-party transactions and internal risk isolation between the Bank and its holding subsidiaries, continuously improved supervisory guidance on holding subsidiaries' risk management, financial management, and capital management, and guided the formulation of the Measures for Combined Management of Jinshang Bank (《晉商銀行併表管理辦法》), steadily promoted the improvement of the holding subsidiary management mechanism and ensured the effective implementation of all combined management responsibilities.

(VII) Stress test management

In 2024, the senior management effectively fulfilled the responsibilities related to stress tests in areas such as liquidity risk, market risk, and capital adequacy ratio. They continuously monitored the evolving trends of credit risk in key industries and critical areas, guided relevant departments to further improve the reporting mechanism for major risk events, and regularly reviewed the results and reports of various stress tests. Emphasis was placed on the early warning and forward-looking assessment functions of stress testing, thereby continuously enhancing the scientific rigor and effectiveness of the stress testing framework.

(VIII) Implementation of the expected credit loss method

In 2024, the senior management earnestly implemented the relevant requirements of the Administrative Measures for the Implementation of the Expected Credit Loss Method by Commercial Banks (《商業銀行預期信用損失法實施管理辦法》). They regularly reviewed reports on implementing the expected credit loss approach at the Bank and made improvements across multiple dimensions, including staffing, governance mechanisms, and management systems, to enhance the refined management of expected credit loss. They conducted quarterly assessments of expected credit losses in strict accordance with regulatory requirements and utilized forward-looking information to consider the expected credit loss and the provisioning for credit risk losses.

(IX) Internal control

In 2024, the senior management further promoted the improvement of the quality and effectiveness of internal control and compliance management and comprehensively improved the level of scientific management. The senior management clarified and optimized regulations and systems, formulated system construction plans with a focus on the system and mechanism optimization, evaluation of system operation effect and supervision of system quality and efficiency, carried out an inspection of system implementation, implemented the system in a strict, practical and careful manner, continuously analyzed and found out the shortcomings in system construction and implementation, ensured that the system covered all positions, all processes and all business operations, and continued to consolidate the achievements of the “Year of System Implementation (制度執行年)”. The senior management promoted the effective rectification of identified issues, enhanced the overall effectiveness of supervision by carrying out joint inspections and sharing clues to problems, implemented the “list-based system (清單制)” and “account cancellation system (銷號制)” to manage problems identified, established issue collection and analysis mechanisms, accurately figured out the causes, worked out effective measures to reduce the repeated issues, effectively promoted rectification, management, and governance based on cases, accurately promoted “drawing inferences from other cases” for the rectification of problems, and further consolidated the foundation for compliance management of the Bank.

(X) Risk management of off-balance sheet business

In 2024, the senior management further advanced off-balance sheet risk management under the new circumstances based on the Bank’s actual conditions. They continuously strengthened the identification, measurement, assessment, monitoring, and control of off-balance sheet risks, and improved the comprehensive risk management framework for off-balance sheet activities. Efforts were made to enhance the quality and efficiency of managing cross-risk and contagion risks related to off-balance sheet exposures. The senior management strictly enforced the Board of Directors’ prescribed risk preference and various risk limits, ensuring alignment and dynamic balance between the Bank’s risk preference and off-balance sheet business strategies, thereby forming a coordinated and effective risk management force.

(XI) Employee behavior management

In 2024, the senior management actively promoted a more systematic and standardized approach to employee behavior management. They guided relevant departments in formulating institutional documents such as the Code of Conduct for Employees of Jinshang Bank (《晉商銀行從業人員行為守則》), the Administrative Measures for Employee Behavior of Jinshang Bank (《晉商銀行從業人員行為管理辦法》), and the Detailed Rules for Employee Behavior of Jinshang Bank (《晉商銀行從業人員行為細則》). The mechanisms for supervisory tools related to employee behavior were further improved. Efforts were continuously made to enhance employees' awareness of risk, compliance, and security. The senior management intensified screening of employee behaviors involving criminal or litigation-related matters, ensured timely understanding of changes in employees' thoughts and behaviors, and continuously enriched the channels and formats for compliance education, thereby improving the level of employee behavior management.

(XII) Market risk management

In 2024, the senior management strictly fulfilled their responsibilities for market risk management in accordance with regulatory requirements. Taking into account the Bank's business nature, scale, complexity, and capital strength, they set various limits such as stop-loss limits, duration limits, and size limits for trading accounts. These limits were reviewed and updated periodically based on the Bank's operating conditions and market developments. The senior management regularly received reports on the Bank's market risk management, organized market risk stress testing, and stayed informed of the Bank's market risk levels and management effectiveness. They effectively strengthened analysis and assessment of macroeconomic conditions and market interest rate trends, and provided scientifically sound and rational guidance on the structuring and growth planning of the Bank's financial market business.

(XIII) Prevention and control of case risk

In 2024, the senior management continuously advanced the development of the Bank's case risk prevention and control framework. Through the refinement of regulatory documents such as the Administrative Measures for Case Risk Prevention (《案防工作管理辦法》), the Implementation Rules for Case Handling (《案件處置實施細則》), and the Administrative Measures for Employee Conduct (《人員行為管理辦法》), the senior management continuously improved relevant processes and mechanisms. They promoted the active participation of all departments and branches in operational risk management and conducted dynamic management in response to evolving business development and regulatory requirements. A comprehensive, targeted, and coordinated operational risk management framework was developed, driving process optimization and the strengthening of internal controls across the Bank.

(XIV) Operational risk management

In 2024, the senior management continued to enhance the operational risk management framework by improving policies and optimizing management tools. They promoted the development of a digital platform integrating operational risk and compliance management. Through sustained internal control enhancement, the Bank's capacity to prevent risks was continuously improved. The

senior management guided relevant departments to carry out ongoing efforts in policy optimization, process reviews, indicator monitoring, and inspection and supervision, with continuous reinforcement of risk control in key areas, core businesses, and critical personnel.

III. ASSESSMENT OF THE PERFORMANCE OF DUTIES BY MEMBERS OF THE SENIOR MANAGEMENT DURING 2024

(I) Performance of Duties by Senior Management Members with Integrity

In 2024, the senior management members of the Bank strictly complied with relevant laws and regulations as well as the provisions of the Articles of Association. They faithfully safeguarded the Bank's confidential information, actively implemented the strategies adopted by the Shareholders' general meeting and the Board of Directors, and voluntarily accepted the lawful supervision and reasonable suggestions of the Board of Supervisors in the performance of their duties, effectively promoting the implementation of the Bank's five-year strategic plan. The Board of Supervisors did not identify any senior management members having exercised powers beyond their authority, used their position for personal gain, misappropriated the Bank's funds, accepted improper benefits, or engaged in other conduct in violation of laws, regulations, or the Articles of Association that would harm the interests of the Bank.

(II) Performance of Duties by Senior Management Members with Due Diligence

In 2024, the senior management and its subordinate professional committees diligently fulfilled their duties. They regularly convened various operational and management meetings to deliberate on key matters concerning the Bank's operations and management. They effectively advanced the implementation of major decisions and arrangements of the CPC Central Committee, the State Council, the Provincial Party Committee and the provincial government. The senior management consistently focused on areas such as risk management, internal control and compliance, digital transformation, information disclosure, consumer rights protection, and anti-money laundering. The Bank's overall management standards were continuously optimized. The senior management strictly implemented the resolutions of the Board of Directors, promptly reported major operational and management matters to the Board of Directors and the Board of Supervisors, and actively advanced rectification efforts based on the opinions put forward by the Board of Supervisors. The annual business objectives were accomplished satisfactorily. The Board of Supervisors did not identify any violations by the Bank's senior management members of their duty of diligence as stipulated by laws, regulations, or the Articles of Association while performing their duties.

IV. ASSESSMENT RESULTS

The Board of Supervisors is of the view that, in 2024, all senior management members of the Bank diligently performed the duties conferred by the Articles of Association, fulfilled their responsibilities conscientiously, effectively executed the strategic decisions of the Board of Directors, proactively accepted the supervision of the Board of Supervisors, formulated sound and reasonable business measures, consistently adhered to the principle of prudent operation, continuously reinforced comprehensive risk management, and vigorously promoted the Bank's high-quality transformation and development. Based on the performance evaluation scores of the senior management members,

the performance evaluations for the year 2024 for the five senior management members – president Mr. ZHANG Yunfei, vice president Mr. WANG Qi, vice president Mr. LI Yanbin, vice president Mr. WANG Yibin, and assistant president Mr. SHANGGUAN Yujiang – were all rated as “competent”

The biographical details of Mr. Rong, Mr. Gao, Mr. Wang and Mr. Wu are as follows:

Mr. RONG Changqing (容常青), aged 55, has more than 33 years of experience in auditing, financial management and risk control. He has been a deputy general manager (副總經理) and a member of the party committee in Huaneng Capital Services Co., Ltd. (華能資本服務有限公司) (“**Huaneng Capital**”) since December 2023, and held a concurrent post as the general counsel and the chief compliance officer of Huaneng Capital since January 2024. He served as the proposed president and the deputy party committee secretary of Alltrust Insurance Company Limited (永誠財產保險股份有限公司) (a company listed on the National Equities Exchange and Quotations with stock code 834223) from October 2020 to December 2023. He worked at Huaneng Capital from June 2004 to November 2020 and served as the head (主管) and then the deputy division director (副處長) of audit and supervision department (審計監察部) from June 2004 to December 2008, the deputy division director (副處長) and then the deputy manager (副經理) of general manager department (總經理工作部) from December 2008 to November 2011, the department manager (部門經理) of risk control department (風險控制部) from November 2011 to May 2018, during which period he also served as the general counsel from April 2016 to May 2018, and he was also assigned to the Bank and served as an executive Director from September 2018 to November 2020 and served as a vice president of the Bank from December 2018 to November 2020. He worked at Beijing Wandong Medical Technology Co., Ltd. (北京萬東醫療科技股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 600055 and formerly known as Beijing Wandong Medical Equipment Co., Ltd. (北京萬東醫療裝備股份有限公司)) and served as the deputy general manager (副經理) of finance department from April 2004 to June 2004. He worked at Beijing Kaiya Real Estate Development Co., Ltd. (北京凱亞房地產開發有限公司) (formerly known as Beijing Rongtai Hengjia Real Estate Development Co., Ltd. (北京榮泰恒嘉房地產開發有限公司)) and served as the chief auditor (審計總監) from October 2003 to April 2004. He worked at BOE Technology Group Co., Ltd. (京東方科技集團股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code 000725 for its A shares and stock code 200725 for its B shares) and served as a staff member (職員) at the finance department of mobile digital division (移動數碼事業部財務部) from February 2003 to October 2003. He worked at the Audit Commission (審計署) from July 1991 to February 2003, and consecutively served as a staff member (科員), senior staff member (副主任科員) and then principal staff member (主任科員) of Wuhan Office (武漢特派辦) from July 1991 to January 2000, the principal staff member (主任科員) of Trade Audit Bureau (貿易審計局) from January 2000 to May 2002, and the principal staff member (主任科員) of Wuhan Office (武漢特派辦) from May 2002 to February 2003.

Mr. Rong obtained a master’s degree in management from Zhongnan University of Economics and Law (中南財經政法大學) in Wuhan, Hubei Province, the PRC, in December 2002. He obtained a bachelor’s degree in economics from Wuhan University (武漢大學) in Wuhan, Hubei Province, the PRC, in July 1991. Mr. Rong is a senior auditor (高級審計師) granted by the National Audit Office of the PRC (中華人民共和國審計署) in September 2005.

Mr. GAO Yurong (高玉榮), aged 53, has experience in financial management and legal compliance, etc.. Mr. Gao has been the division director (處長) of Yangquan supervision division of Shanxi Department of Finance (山西省財政廳陽泉監管處) (“**Yangquan Supervision Division**”) since September 2023. He served as the deputy division director (副處長) of Yangquan Supervision Division from September 2022 to September 2023, and served as a third-grade researcher (三級調研員) of Yangquan Supervision Division from May 2023 to September 2023. He served as the deputy

division director (副處長) of Yangquan financial supervision division of Shanxi Department of Finance (山西省財政廳駐陽泉市財政監察處) from November 2021 to September 2022. He worked at Shanxi Accounting Service Center (山西省會計服務中心) and served as the deputy division director (副處長) from October 2021 to November 2021. Mr. Gao worked at Shanxi CPA Management Center (山西省註冊會計師管理中心) from July 1995 to April 2019 and served as a deputy section chief (副科長) from February 2000 to March 2001; a deputy director (副主任) of the examination office from March 2001 to November 2006; the director (主任) of the finance department from November 2006 to January 2009; the director (主任) of the examination office from January 2009 to April 2019. He worked at Shanxi Property Evaluation Management Center (山西省財產評估管理中心) and served as the deputy director (副主任) from April 2019 to October 2021, during which period, he was seconded to serve as the head (隊長) of the working team in Bao Village, Liyang Town, Heshun County (和順縣李陽鎮包村工作隊), and took a temporary post (掛職) as the deputy party committee secretary of Liyang Town from May 2019 to July 2021.

Mr. Gao obtained a bachelor's degree in law from Shanxi University (山西大學) in Taiyuan, Shanxi Province, the PRC, in September 2002.

Mr. WANG Xiankui (王先奎), aged 51, has been the chairman of the board of directors and the general manager (總經理) of Taiyuan Local Financial Investment Management Co., Ltd. (太原市地方金融投資管理有限公司), and the chairman of the board of directors of Taiyuan Haixin Asset Management Co., Ltd. (太原市海信資產管理有限公司) since March 2025. Mr. Wang worked at Loufan County Agricultural Machinery Bureau (婁煩縣農機局) from September 1995 to June 1996, and from October 2000 to January 2004. He served as the branch secretary of Hebei Village, Luojiacha Town, Loufan County (婁煩縣羅家岔鄉河北村支部書記) from June 1996 to October 2000. He worked at the Leading Group Office for Rectifying and Standardizing the Mining Order in Loufan County (婁煩縣整頓和規範礦業秩序領導組辦公室) from January 2004 to January 2005. He served as the vice county mayor (副縣長) of the People's Government of Tianchi Town, Loufan County (婁煩縣天池鄉人民政府) from January 2001 to February 2007, and as the deputy mayor (副鄉長) of the People's Government of Majiazhuang Town, Loufan County (婁煩縣馬家莊鄉人民政府) from February 2007 to July 2008. He worked at the Loufan County Law Society (婁煩縣法學會) and served as the general secretary (秘書長) from July 2008 to April 2011. He worked at the Miyuzhen Town of Loufan County (婁煩縣米峪鎮鄉) from April 2011 to May 2016, and served as the deputy party committee secretary and the mayor (鄉長) from April 2011 to April 2012, and the party committee secretary and the chairman of the People's Congress from April 2012 to May 2016. He worked at Loufan Financial Bureau (婁煩縣財政局) from May 2016 to November 2019, and served as the party group secretary and the director (局長) from December 2016 to November 2019. He served as the deputy manager (副經理) of Taiyuan Financial Asset Management Center (太原市財政資產管理中心) and the deputy general manager (副總經理) of Taiyuan Haixin Asset Management Co., Ltd. from November 2019 to March 2025.

Mr. Wang obtained a master's degree from China Agricultural University (中國農業大學) in Beijing, the PRC, in December 2009 through on-the-job study, majoring in resources and environmental utilization.

Mr. WU Xiaoping (吳小平), aged 61, has more than 30 years of experience in banking management, financial products innovation and business management. Mr. Wu was the founder and the chairman of the board of directors of Beijing Huayijia Technology Co., Ltd. (北京華億嘉科技有

限公司) from July 2018 to July 2023. Mr. Wu worked at China Construction Bank Corporation (中國建設銀行股份有限公司) (“**CCB**”) (a company listed on the Hong Kong Stock Exchange with stock code 0939 and on the Shanghai Stock Exchange with stock code 601939) from 1987 to 1993 and worked at the credit post (信貸崗) of Wuhan Hanyang sub-branch (武漢市漢陽支行) from 1987 to 1990, and then served as the assistant to general manager and deputy general manager (副總經理) of the international business department of Wuhan branch from 1990 to 1993. Mr. Wu worked at China Investment Bank (中國投資銀行) and served as the vice president (副行長) of Wuhan branch from 1993 to 1996. He worked at CCB and served as the vice president (副行長) of Wuhan Economic Development Zone sub-branch (武漢市經濟開發區支行) from 1996 to 1999. He worked at China CITIC Bank Corporation Limited (中信銀行股份有限公司) (“**CITIC Bank**”) (a company listed on the Hong Kong Stock Exchange with stock code 0998 and on the Shanghai Stock Exchange with stock code 601998) from 1999 to December 2014 and served as the general manager of the retail business department of Wuhan branch from 1999 to 2001; the assistant to the president of Wuhan branch from 2001 to 2002; the vice president of Wuhan branch from 2002 to 2006; the party committee secretary and the president of Qingdao branch from May 2006 to November 2012; and the party committee secretary and the president of Shanghai branch from December 2012 to December 2014. He worked at Tianjin Kincheng Bank Co., Ltd. (天津金城銀行股份有限公司) from December 2014 to March 2018 and consecutively served as the head of preparatory team, president and executive director.

Mr. Wu obtained a master’s degree in finance from Wuhan University (武漢大學) in Wuhan, Hubei Province, the PRC, in June 2004, and a doctor’s degree in finance from Wuhan University (武漢大學) in Wuhan, Hubei Province, the PRC, in June 2011.

Pursuant to the PRC Company Law which takes effect from July 1, 2024, the Notice on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law (關於公司治理監管規定與公司法銜接有關事項的通知) (Jingui [2024] No. 23) issued by National Financial Regulatory Administration (國家金融監督管理總局) on December 17, 2024, and relevant amendments to the Hong Kong Listing Rules, and taking into account the actual situation of the Bank, the Bank proposed to amend certain provisions of the current Articles of Association. The articles to be amended are stated 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, Corporate Governance Guidelines for Banking and Insurance Institutions, 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), <u>the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies,</u> Corporate Governance Guidelines for Banking and Insurance Institutions, 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 7 The chairman is the legal representative of the Bank.</p>	<p>Article 7 The chairman is the legal representative of the Bank. <u>If the chairman</u></p>

Original Articles	Articles after the Amendments
	<p><u>resigns, he/she shall be deemed to have resigned as a legal representative of the Bank at the same time. If a legal representative resigns, the Bank shall determine a new legal representative within thirty days from the date of the resignation of the legal representative.</u></p> <p><u>The legal consequences of civil activities performed by the legal representative in the name of the Bank shall be borne by the Bank.</u></p> <p><u>The limitation on the functions and powers of the legal representative in the Articles of Association or by the Shareholders' meeting shall not be enforceable against bona fide counterpart.</u></p> <p><u>Where the legal representative causes damage to any other person in the performance of his/her duties, the Bank shall assume civil liability for such damage. The Bank may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with laws or the Articles of Association.</u></p>
<p>Article 9 The Bank has set up CPC committee, Shareholders' general meeting, Board of Directors, Board of Supervisors and the senior management, which perform their respective duties and check and balance each other to ensure coordinated operation. The Bank adheres to the guidelines that Party building and business management shall be planned synchronously, Party organization and working organs shall be set up synchronously, the leader of the Party organization and Party affair staff shall be appointed synchronously, and the party work shall be commenced synchronously, and the party organization is an organic part of the corporate governance structure.</p>	<p>Article 9 The Bank has set up CPC committee, <u>the Shareholders' meeting</u>, Board of Directors and the senior management, which perform their respective duties and check and balance each other to ensure coordinated operation. <u>Under the Constitution of the Communist Party of China, the Bank has set up CPC organization to carry out Party activities. The Bank offers prerequisite conditions for activities of the Party organization.</u> The Bank adheres to the guidelines that Party building and business management shall be planned synchronously, Party organization and working organs shall be set up synchronously, the leader of the Party organization and Party affair staff shall be appointed synchronously, and the party</p>

Original Articles	Articles after the Amendments
	work shall be commenced synchronously, and the party organization is an organic part of the corporate governance structure.
<p>Article 10 From the date on which it becomes effective, the Articles of Association shall become a legally binding document that regulates the organization and conduct of the Bank, as well as the rights and obligations between the Bank and its shareholders, and amongst the shareholders themselves. The Articles of Association are binding on the Bank and its shareholders, directors, supervisors, president and other senior management staff, who shall have the right to make any claims and propositions regarding the Bank's affairs based on the Articles of Association.</p> <p>Pursuant to the Articles of Association, the shareholders may pursue actions against the Bank; the shareholders may pursue actions against other shareholders, and directors, supervisors, president and other senior management staff of the Bank; the Bank may pursue actions against its shareholders, directors, supervisors, president and other senior management staff.</p> <p>The actions, as referred to in the preceding paragraph, include the instituting of legal proceedings with a court or filing with an arbitral authority for arbitration.</p>	<p>Article 10 From the date on which it becomes effective, the Articles of Association shall become a legally binding document that regulates the organization and conduct of the Bank, as well as the rights and obligations between the Bank and its shareholders, and amongst the shareholders themselves. The Articles of Association are binding on the Bank and its shareholders, directors, president and other senior management staff, who shall have the right to make any claims and propositions regarding the Bank's affairs based on the Articles of Association.</p> <p>Pursuant to the Articles of Association, the shareholders may pursue actions against the Bank; the shareholders may pursue actions against other shareholders, and directors, president and other senior management staff of the Bank; the Bank may pursue actions against its shareholders, directors, president and other senior management staff.</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 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 technology information officer, chief human resources officer, chief compliance officer.</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 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 information officer, chief compliance officer.</p>

Original Articles	Articles after the Amendments
<p>Article 12 The Bank's business activities are subject to supervision and management by China Banking and Insurance Regulatory Commission and its local offices, PBoC and its local offices and other relevant institutions (hereinafter referred to as regulatory authorities).</p>	<p>Article 12 The Bank's business activities are subject to supervision and management by <u>National Financial Regulatory Administration</u> and its local offices, PBoC and its <u>branch</u> offices and other relevant institutions (hereinafter referred to as regulatory authorities).</p>
<p>Article 18 The Bank shall have ordinary shares at all times. Based on its needs and upon approval by the examination and approval authorities authorized by the State Council, the Bank may create other classes of shares like preference shares as required by applicable laws. The Bank shall ensure enough voting rights for holders of preference shares when appropriate.</p> <p>All shares issued by the Bank shall have par values, with each share having a par value of RMB1.</p>	<p>Article 18 The Bank shall have ordinary shares at all times. Based on its needs and upon approval by the examination and approval authorities authorized by the State Council, the Bank may create other classes of shares like preference shares as required by applicable laws.</p> <p>All shares issued by the Bank shall have par values, with each share having a par value of RMB1.</p>
<p>Article 19 Upon approval by the banking regulatory authorities under the State Council, the securities regulatory authorities of the State Council and other relevant regulatory authorities, the Bank may issue shares to domestic investors and foreign investors.</p> <p>Foreign investors as referred to in the preceding paragraph shall mean those investors in foreign countries and the Hong Kong Special Administrative Region ("Hong Kong") of the People's Republic of China (the "PRC"), Macau Special Administrative Region and Taiwan Region who subscribe for shares of the Bank. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares of the Bank.</p>	<p>/</p>
<p>Article 20 Shares that the Bank issues to domestic investors for subscription in Renminbi shall be known as domestic shares. Shares that the Bank issues to foreign investors for subscription in foreign currencies shall be</p>	<p>Article 19 Shares that the Bank issues to domestic investors for subscription in Renminbi shall be known as domestic shares. Shares that the Bank issues to foreign investors for subscription in foreign currencies shall be</p>

Original Articles	Articles after the Amendments
<p>known as foreign shares. Foreign shares listed overseas are called overseas listed foreign shares. Both holders of domestic shares and holders of overseas listed foreign shares are shareholders of ordinary shares.</p>	<p>known as foreign shares. Foreign shares listed overseas are called overseas listed foreign shares. Both holders of domestic shares and holders of overseas listed foreign shares are shareholders of ordinary shares.</p>
<p>Shares listed and traded on an overseas stock exchange upon approval by the department authorized by the State Council and by the overseas securities regulatory authority shall be collectively known as overseas listed foreign shares.</p>	<p>Shares listed and traded on an overseas stock exchange upon approval by the department authorized by the State Council and by the overseas securities regulatory authority shall be collectively known as overseas listed foreign shares.</p>
<p>The overseas listed foreign shares issued by the Bank and listed on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Stock Exchange”) are called H Shares for short.</p>	<p>The overseas listed foreign shares issued by the Bank and listed on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Stock Exchange”) are called H Shares for short.</p>
<p>The domestic shares issued by the Bank shall be kept at the qualified institution. The Bank’s H Shares are mainly kept in the securities registration and clearing institution in Hong Kong and maybe held by the shareholders in their own names.</p>	<p>The domestic shares issued by the Bank shall be kept at the qualified institution. The Bank’s H Shares are mainly kept in the securities registration and clearing institution in Hong Kong and maybe held by the shareholders in their own names.</p>
<p>Foreign currencies referred to in paragraph 1 of this Article mean the lawful currencies, other than RMB, of other countries or regions, which are recognized by the foreign exchange authority of the State and can be used to pay to the Bank for the shares.</p>	<p>Foreign currencies referred to in paragraph 1 of this Article mean the lawful currencies, other than RMB, of other countries or regions, which are recognized by the foreign exchange authority of the State and can be used to pay to the Bank for the shares.</p>
<p>If permitted by relevant laws, administrative regulations and departmental rules, the shareholders of the Bank may list and trade overseas the unlisted shares they hold upon approval by the relevant regulatory authorities including the banking regulatory authorities under the State Council and the securities regulatory and administrative authorities of the State Council. Listing and trading of the aforesaid shares on an overseas stock exchange shall also comply with the</p>	<p>If permitted by relevant laws, administrative regulations and departmental rules, the shareholders of the Bank may list and trade overseas the unlisted shares they hold upon approval by the relevant regulatory authorities including the <u>national financial</u> regulatory authorities and the securities regulatory and administrative authorities of the State Council. Listing and trading of the aforesaid shares on an</p>

Original Articles	Articles after the Amendments
<p>regulatory procedures, provisions and requirements of the overseas securities market. It is unnecessary to hold a class meeting to vote on listing and trading of the aforesaid shares on an overseas stock exchange.</p>	<p>overseas stock exchange shall also comply with the regulatory procedures, provisions and requirements of the overseas securities market.</p>
<p>Article 24 The Board of the Bank may make arrangements for separate issue of overseas listed foreign shares and domestic shares in accordance with the issue plan approved by the securities regulatory and administrative authorities of the State Council.</p> <p>According to the aforesaid plan for separate issue of overseas listed foreign shares and domestic shares, the Bank may issue the shares separately within 15 months after approval by the securities regulatory and administrative authorities of the State Council.</p>	<p>/</p>
<p>Article 25 If the Bank separately issues overseas listed foreign shares and domestic shares within the total number specified in the issue plan, the said shares shall be fully issued respectively at one time; if it is impossible for the shares to be fully issued at one time for special reasons, the shares may be issued by several times upon approval by the securities regulatory and administrative authorities of the State Council.</p>	<p>/</p>
<p>Article 26 The Bank may increase its shares as follows in the light of its business and development needs, in accordance with the relevant laws, administrative regulations, and rules governing securities of the place where shares of the Bank are listed, resolutions made at the Shareholders' general meeting and upon approval by relevant competent authorities of the State:</p> <p>(I) public offering of shares;</p> <p>(II) non-public offering of shares;</p>	<p>Article 23 The Bank may increase its shares as follows in the light of its business and development needs, in accordance with the relevant laws, administrative regulations, and rules governing securities of the place where shares of the Bank are listed, resolutions made at <u>the Shareholders' meeting</u> and upon approval by relevant competent authorities of the State:</p> <p>(I) offering of shares <u>to non-particular targets</u>;</p> <p>(I) offering of shares <u>to particular targets</u>;</p>

Original Articles	Articles after the Amendments
<p>(III) placing new shares to existing shareholders;</p> <p>(IV) distributing new shares to existing shareholders;</p> <p>(V) transferring reserve funds to increase share capital;</p> <p>(VI) other methods stipulated by laws, administrative regulations and permitted by relevant competent authorities of the State.</p> <p>Issue of new shares by the Bank for capital increase shall be subject to approval as specified in the Articles of Association and follow the procedures specified in the relevant state laws, administrative regulations and rules governing securities of the place where shares of the Bank are listed.</p>	<p>(III) placing new shares to existing shareholders;</p> <p>(IV) distributing new shares to existing shareholders;</p> <p>(V) transferring reserve funds to increase share capital;</p> <p>(VI) other methods stipulated by laws, administrative regulations and permitted by relevant competent authorities of the State.</p> <p>Issue of new shares by the Bank for capital increase shall be subject to approval as specified in the Articles of Association and follow the procedures specified in the relevant state laws, administrative regulations and rules governing securities of the place where shares of the Bank are listed.</p>
<p>Article 27 The Bank may decrease its registered capital. Decrease of registered capital by the Bank shall follow the procedures specified in the Company Law, Commercial Banking Law and other relevant regulations as well as the Articles of Association.</p> <p>The Bank shall prepare a balance sheet and a list of property inventory when needing to decrease its registered capital.</p> <p>The Bank shall notify its creditors within 10 days after making the resolution to decrease the registered capital and shall make announcements in newspapers within 30 days. The creditors shall have the right to require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors haven't received the notice.</p>	<p>Article 24 The Bank may decrease its registered capital. Decrease of registered capital by the Bank shall follow the procedures specified in the Company Law, Commercial Banking Law and other relevant regulations as well as the Articles of Association.</p> <p>The Bank shall prepare a balance sheet and a list of property inventory when needing to decrease its registered capital.</p> <p>The Bank shall notify its creditors within 10 days after making the resolution to decrease the registered capital and shall make announcements in newspapers <u>or on the National Enterprise Credit Information Publicity System</u> within 30 days. The creditors shall have the right to require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors haven't received the notice.</p>

Original Articles	Articles after the Amendments
After decrease of capital, the Bank's registered capital shall not be less than the statutory minimum amount.	After decrease of capital, the Bank's registered capital shall not be less than the statutory minimum amount.
<p>Article 28 The Bank may, following the procedures specified in the Articles of Association and with the approval by relevant competent authorities of the State, repurchase its issued shares in the following circumstances:</p> <p>(I) reduction of the Bank's registered capital;</p> <p>(II) merging with another company holding shares in the Bank;</p> <p>(III) use of shares for carrying out an employee stock ownership plan or equity incentive plan;</p> <p>(IV) requests for the Bank to repurchase its own shares from shareholders who have voted against the resolutions passed at a Shareholders' general meeting on the merger or separation of the Bank;</p> <p>(V) use of shares for conversion of convertible corporate bonds issued by the Bank;</p> <p>(VI) the share buyback is necessary for the Bank to maintain its value and protect its shareholders' equity; and</p> <p>(VII) other circumstances permitted by laws, administrative regulations, rules and regulatory rules of the place where shares of the Bank are listed.</p> <p>Except for the circumstances set out above, the Bank shall not be engaged in any activities of buying and selling its shares.</p>	<p>Article 25 The Bank may, following the procedures specified in the Articles of Association and with the approval by relevant competent authorities of the State, repurchase its issued shares in the following circumstances:</p> <p>(I) reduction of the Bank's registered capital;</p> <p>(II) merging with another company holding shares in the Bank;</p> <p>(III) use of shares for carrying out an employee stock ownership plan or equity incentive plan;</p> <p>(IV) requests for the Bank to repurchase its own shares from shareholders who have voted against the resolutions passed at <u>a Shareholders' meeting</u> on the merger or separation of the Bank;</p> <p>(V) use of shares for conversion of convertible corporate bonds issued by the Bank;</p> <p>(VI) the share buyback is necessary for the Bank to maintain its value and protect its shareholders' equity; and</p> <p>(VII) other circumstances permitted by laws, administrative regulations, rules and regulatory rules of the place where shares of the Bank are listed.</p> <p>Except for the circumstances set out above, the Bank shall not be engaged in any activities of buying and selling its shares.</p>
<p>Article 29 A resolution of a Shareholders' general meeting is required for a share buyback by the Bank under either of the circumstances stipulated in (I) or (II) of the first paragraph above; for the Bank's share buyback under any</p>	<p>Article 26 A resolution of <u>a Shareholders' meeting</u> is required for a share buyback by the Bank under either of the circumstances stipulated in (I) or (II) of the first paragraph above; for the Bank's share buyback under any</p>

Original Articles	Articles after the Amendments
<p>of the circumstances stipulated in (III), (V) or (VI) of the first paragraph above, a resolution of the Board meeting shall be made by a two-third majority of directors attending the meeting according to the provisions of the Articles of Association or as authorized by the Shareholders' general meeting.</p> <p>The shares acquired by the Bank under the circumstance stipulated in (I) of the first paragraph above shall be deregistered within ten days from the date of acquisition of shares; the shares shall be assigned or deregistered within six months if the share buyback is made under the circumstances stipulated in either (II) or (IV); and the shares held in total by the Bank after a share buyback under any of the circumstances stipulated in (III), (V) or (VI) shall not exceed 10% of the Bank's total outstanding shares, and shall be assigned or deregistered within three years.</p> <p>The Bank shall perform the obligation of information disclosure according to the provisions of the Securities Law in repurchasing its shares. If the Bank repurchases its shares under any of the circumstances stipulated in (III), (V) and (VI) of the first paragraph under the preceding article, centralized trading shall be adopted publicly.</p>	<p>of the circumstances stipulated in (III), (V) or (VI) of the first paragraph above, a resolution of the Board meeting shall be made by a two-third majority of directors attending the meeting according to the provisions of the Articles of Association or as authorized by <u>the Shareholders' meeting</u>.</p> <p>The shares acquired by the Bank under the circumstance stipulated in (I) of the first paragraph above shall be deregistered within ten days from the date of acquisition of shares; the shares shall be assigned or deregistered within six months if the share buyback is made under the circumstances stipulated in either (II) or (IV); and the shares held in total by the Bank after a share buyback under any of the circumstances stipulated in (III), (V) or (VI) shall not exceed 10% of the Bank's total outstanding shares, and shall be assigned or deregistered within three years.</p>
<p>Article 30 With the approval of relevant competent authorities of the State for repurchasing its shares, the Bank may conduct the repurchase in one of the following manners:</p> <p>(I) to make an offer of repurchase to all of its shareholders in the same proportion;</p> <p>(II) to repurchase shares through public trading on a stock exchange;</p> <p>(III) to repurchase through an off market agreement;</p>	<p>/</p>

Original Articles	Articles after the Amendments
<p>(IV) by other means as permitted by the laws, administrative regulations and the relevant competent authorities of the state.</p>	
<p>Article 31 A prior approval shall be obtained from a Shareholders' general meeting in respect of any share repurchase by the Bank through an off market agreement in accordance with the provisions of the Articles of Association. After the Shareholders' general meeting has given its approval in the same way, the Bank may rescind or alter any contracts entered into in the said manner or waive any rights under such contracts.</p> <p>The contract to repurchase shares as referred to in the preceding paragraph includes, but is not limited to, an agreement to become obliged to repurchase and to acquire the right to repurchase shares.</p> <p>The Bank shall not assign a contract for repurchasing its shares or any of its rights thereunder.</p> <p>Where the Bank has the right to repurchase redeemable shares by means other than repurchases through the market or by tender, the repurchase price shall be limited to a maximum price; if repurchases are made by tender, an invitation for tenders shall be made to all shareholders alike.</p>	/
<p>Article 32 Where the Bank cancels the said shares due to share repurchase, the changes in registered capital shall be registered with the administration authority for industry and commerce.</p> <p>The aggregate par value of the cancelled shares shall be deducted from the Bank's registered capital.</p>	/

Original Articles	Articles after the Amendments
<p>Article 33 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its issued shares:</p> <p>(I) for repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds from issue of new shares for that purpose.</p> <p>(II) where the Bank repurchases its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds from issue of new shares for that purpose; payment of the portion which is in excess of the par value shall be made as follows:</p> <p>1. If the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits;</p> <p>2. If the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds from issue of new shares for that purpose. However, the amount deducted from the proceeds from issue of new shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's premium account or capital reserve fund account (including premium on issue of new shares) at the time of such repurchase.</p> <p>(III) the Bank shall make the following payments from the Bank's distributable profits:</p> <p>1. acquisition of the rights to repurchase its own shares;</p> <p>2. variation of any contracts for the repurchase of its shares;</p>	<p>/</p>

Original Articles	Articles after the Amendments
<p>3. release from its obligations under any repurchase contracts.</p> <p>(IV) after the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank's premium account (or its capital reserve fund account).</p> <p>If there are applicable provision(s) to the contrary regarding the financial treatment of the aforementioned share repurchases in the laws, administrative regulations, rules, and rules governing securities of the place where shares of the Bank are listed, such provision(s) shall prevail.</p>	
<p>Article 34 Unless otherwise specified by the relevant laws, administrative regulations and the provisions of the securities regulatory authorities at the location where the shares of the Bank are listed, the fully paid shares of the Bank may be transferred legally and freely without any lien attached. Transferee shall meet qualifications to invest commercial banks stipulated by relevant competent authorities of the State.</p> <p>Registration shall be made in the local share registrar authorized by the Bank for the transfer of the shares of the Bank.</p> <p>The Bank shall comply with the relevant regulations of the banking regulatory authorities under the State Council and other relevant administrative authorities in transferring its shares.</p>	<p>Article 27 Unless otherwise specified by the relevant laws, administrative regulations and the provisions of the securities regulatory authorities at the location where the shares of the Bank are listed, the fully paid shares of the Bank may be transferred legally and freely without any lien attached. Transferee shall meet qualifications to invest commercial banks stipulated by relevant competent authorities of the State.</p> <p>Registration shall be made in the local share registrar authorized by the Bank for the transfer of the shares of the Bank.</p> <p>The Bank shall comply with the relevant regulations of the <u>national financial</u> regulatory authorities and other relevant administrative authorities in transferring its shares.</p>
<p>Article 35 All fully paid H shares may be freely transferred in accordance with the Articles of Association without any limitation on transfer right (except for the circumstance</p>	<p>Article 28 All fully paid H shares may be freely transferred in accordance with the Articles of Association. However, the Board may refuse to recognize the transfer documents</p>

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<p>permitted by the Hong Kong Stock Exchange) and without any lien attached. However, the Board may refuse to recognize the transfer documents without stating any reason unless the conditions stipulated below are met:</p> <p>(I) the transfer documents and other documents which relate to or may affect the title of any registered securities have been registered; fee prescribed by the Hong Kong Stock Exchange in the Hong Kong Listing Rules has been paid to the Bank regarding the registration (any payment shall not exceed the maximum amount prescribed by the Hong Kong Listing Rules), so as to register all transfer documents and other documents which relate to or may affect the title of any shares;</p> <p>(II) transfer documents are only in relation to H Shares;</p> <p>(III) stamp duty (as stipulated by Hong Kong law) which is payable for the transfer documents has been duly paid;</p> <p>(IV) relevant share certificate(s) and any other evidence which the Board may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(V) where the shares are intended to be transferred to joint holders, the number of such joint shareholders is not more than four;</p> <p>(VI) shares are free and clear of any lien of the Bank.</p> <p>Should the Board refuse to register any transfer of shares, the Bank shall, within two months from the date of the formal application for the transfer, provide the transferor and the transferee with a notice stating its refusal of registration of such transfer.</p>	<p>without stating any reason unless the conditions stipulated below are met:</p> <p>(I) transfer documents are only in relation to H Shares;</p> <p>(II) stamp duty (as stipulated by Hong Kong law) which is payable for the transfer documents has been duly paid;</p> <p>(III) relevant share certificate(s) and any other evidence which the Board may reasonably require to show that the transferor has the right to transfer the shares have been provided.</p> <p>Should the Board refuse to register any transfer of shares, the Bank shall, within two months from the date of the formal application for the transfer, provide the transferor and the transferee with a notice stating its refusal of registration of such transfer.</p>

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Article 37 The Bank does not accept shares of the Bank as the subject of pledges .	Article 30 The Bank does not accept shares of the Bank as the subject of <u>pledges</u> .
<p>Article 38 Shares issued prior to the Bank's public offering of shares are not transferable within one year from the date on which the Bank's shares are listed on the stock exchange.</p> <p>The directors, supervisors and senior management staff of the Bank shall notify the Bank of their holding of shares in the Bank and changes their holdings. The shares transferred in any year during their tenures shall not exceed 25% of the total number of the shares held by them. The shares that the aforementioned persons held in the Bank cannot be transferred within one year from the date on which the shares are listed and traded, nor within half a year after they leave their positions in the Bank.</p> <p>Substantial shareholders of the Bank shall comply with the regulatory provisions of regulatory authorities on share locking where they transfer the shares of the Bank. Shareholders, particularly substantial shareholders, shall inform the Board of Directors of the Bank in advance where they transfer the shares of the Bank.</p> <p>If the securities regulatory authorities at the location where the shares of the Bank are listed have restrictions on transfers of overseas listed shares, those provision(s) shall prevail.</p>	<p>Article 31 Shares issued prior to the Bank's public offering of shares are not transferable within one year from the date on which the Bank's shares are listed on the stock exchange.</p> <p>The directors and senior management staff of the Bank shall notify the Bank of their holding of shares in the Bank and changes their holdings. The shares transferred in any year during their tenures <u>as determined on appointment</u> shall not exceed 25% of the total number of the shares held by them. The shares that the aforementioned persons held in the Bank cannot be transferred within one year from the date on which the shares are listed and traded, nor within half a year after they leave their positions in the Bank.</p> <p>Substantial shareholders of the Bank shall comply with the regulatory provisions of regulatory authorities on share locking where they transfer the shares of the Bank. Shareholders, particularly substantial shareholders, shall inform the Board of Directors of the Bank in advance where they transfer the shares of the Bank.</p> <p>If the securities regulatory authorities at the location where the shares of the Bank are listed have restrictions on transfers of overseas listed shares, those provision(s) shall prevail.</p>
Article 39 The Bank (including its branches and sub branches) or its subsidiary banks(companies) shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers who will or who wish to purchase the Bank's shares. The aforementioned purchasers shall include both persons who have directly or indirectly assumed obligations due to purchasing the Bank's shares.	<p>Article 32 <u>The Bank or its subsidiary companies shall not provide gifts, loans, guarantees or other financial assistance for others to obtain the shares of the Bank unless it carries out an employee stock ownership plan.</u></p> <p><u>Subject to laws and regulations and regulatory rules, for the benefits of the Bank, the Bank may, upon a resolution by</u></p>

Original Articles	Articles after the Amendments
<p>The Bank (including its branches and sub-branches) or its subsidiary banks (companies) shall not offer any financial assistance at any time by any means in order to reduce or relieve the obligations of the aforesaid obligors resulting from purchase or proposed purchase of the Bank's shares.</p> <p>The foregoing requirements shall not apply to the situation as mentioned in Article 41 of the Articles of Association.</p> <p>Article 40 Financial assistance referred to in the Articles of Association for these purposes shall include, without limitation, the following means:</p> <p>(I) financial assistance given by gifts;</p> <p>(II) financial assistance given by guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), indemnity (other than an indemnity in respect of the Bank's neglect or default) or the release or waiver of any rights;</p> <p>(III) the provision of loans or the entrance into any agreement under which the obligations of the Bank are to be fulfilled before the obligations of another party, and a change in the parties to, or the assignment of rights arising under such loans or agreement;</p> <p>(IV) any other form of financial assistance given by the Bank when the Bank is insolvent, has no net assets, or when its net assets would be reduced to a material extent as a result of such financial assistance.</p> <p>The obligations referred to in the Articles of Association shall include the obligations of an obligor which have arisen by making an</p>	<p><u>the Shareholders' meeting or by the Board under the Articles of Association or the authorization of the Shareholders' meeting, provide financial assistance to others for the acquisition of shares in the Bank, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the Board shall be adopted by more than two thirds of all the directors.</u></p> <p><u>Where the violation of the preceding two paragraphs causes losses to the Bank, the liable directors and senior management staff shall be liable for compensation.</u></p>

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<p>agreement or arrangement (regardless of whether the aforesaid agreement or arrangement is enforceable, or whether such obligations are assumed by the obligor individually or jointly with any other person) or any obligations that arise out of changes made in any other way to the obligor's financial condition.</p> <p>Article 41 The acts listed below shall not be prohibited by Article 39 in the Articles of Association, subject to any prohibitions by the relevant laws, administrative regulations, rules or rules governing securities of the place where shares of the Bank are listed:</p> <p>(I) the financial assistance provided by the Bank is either genuinely for the interests of the Bank and the main purpose of the financial assistance is not to purchase shares of the Bank, or the financial assistance is an incidental part of the Bank's overall plans;</p> <p>(II) the lawful distribution of the Bank's assets in the form of dividends;</p> <p>(III) the distribution of dividends in the form of shares;</p> <p>(IV) the reduction of registered capital, repurchase of shares, and adjustment of shareholding structure, etc. in accordance with the Articles of Association;</p> <p>(V) the provision of a loan by the Bank within its scope of business and in the ordinary course of business (provided that this does not lead to a reduction in the net assets of the Bank or that if this causes a reduction, the financial assistance is taken from the Bank's distributable profits);</p>	

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<p>(VI) the provision of funds by the Bank for an employee shareholding scheme (provided that this does not lead to a reduction in the net assets of the Bank or that if this causes a reduction, the financial assistance is taken from the Bank's distributable profits).</p> <p>If laws, administrative regulations, rules and rules governing securities of the place where shares of the Bank are listed have other provisions on the financial treatment involved in the aforesaid share repurchase, such provisions shall prevail.</p>	
<p>Article 42 The Bank's shares are all registered shares.</p> <p>Apart from the particulars as required by the Company Law, the particulars to be set out in the shares of the Bank shall include other items that should be stated as required by the securities regulatory authorities at the location where the shares of the Bank are listed.</p> <p>The overseas listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices at the location where the shares of the Bank are listed.</p> <p>If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, the names of these classes of shares(except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" or "limited voting rights" in their titles.</p> <p>Article 44 The Bank shall establish a register of shareholders, stating the following matters, or conduct the registration of shareholders</p>	<p>Article 33 The Bank's shares are all registered shares.</p> <p>Apart from the particulars as required by the Company Law, the particulars to be set out in the shares of the Bank shall include other items that should be stated as required by the securities regulatory authorities at the location where the shares of the Bank are listed.</p> <p>The overseas listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices at the location where the shares of the Bank are listed.</p> <p>The Bank shall establish a register of shareholders <u>and maintained the same with the Bank, record</u> the following matters, or conduct the registration of shareholders pursuant to the provisions of the laws, administrative regulations, rules and rules governing securities of the place where shares of the Bank are listed:</p> <p>(I) names <u>and</u> domiciles of the shareholders;</p> <p>(II) <u>the class of shares and number of shares subscribed</u> by the shareholders;</p>

Original Articles	Articles after the Amendments
<p>pursuant to the provisions of the laws, administrative regulations, rules and rules governing securities of the place where shares of the Bank are listed:</p> <p>(I) names, addresses (domiciles), occupations or features of the shareholders;</p> <p>(II) type and number of shares held by the shareholders;</p> <p>(III) monies paid or payable for the shares held by the shareholders;</p> <p>(IV) serial numbers of the shares held by the shareholders;</p> <p>(V) date on which the shareholders are registered as shareholders;</p> <p>(VI) date on which the shareholders terminate as shareholders.</p> <p>The register of shareholders is a sufficient evidence of the shareholders' shareholdings in the Bank unless there is evidence to the contrary.</p>	<p>(III) <u>serial numbers of the shares if the shares are issued in form of papers;</u></p> <p>(IV) date on which the shareholders <u>acquired the shares.</u></p>
<p>Article 43 Shares of the Bank shall be signed by the chairman of the Board. The president or other relevant senior management staff of the Bank shall also sign the shares if required by the securities regulatory authorities at the location where the shares of the Bank are listed. The shares shall come into effect after stamping or printing of the Bank's seal on the shares. Before the Bank's seal is affixed to the shares, authorization of the Board is required. The signature of the chairman, president or other relevant senior management staff of the Bank may also be printed on the shares.</p>	<p>/</p>

Original Articles	Articles after the Amendments
<p>Issue or trading of the shares of the Bank in a non paper form shall comply with other regulations of the securities regulatory authorities at the location where the shares of the Bank are listed.</p>	
<p>Article 45 The Bank may keep overseas the register of holders of overseas listed shares and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authorities of the State Council and the overseas securities regulatory authorities. The original of register of holders of H Shares shall be kept in Hong Kong.</p> <p>The Bank shall keep at its domicile a copy of the register of holders of overseas listed shares; the entrusted overseas agency shall always ensure that the original and copy of the register of holders of overseas listed shares are consistent.</p> <p>Where the original and copy of the register of holders of overseas listed shares are inconsistent, the original shall prevail.</p>	/
<p>Article 46 The Bank shall keep a complete register of shareholders.</p> <p>The register of shareholders shall include the following parts:</p> <p>(I) register of shareholders kept at the domicile of the Bank, save as specified in (II) and (III) herein;</p> <p>(II) (register of holders of overseas listed shares of the Bank kept at the stock exchange in the overseas listing place;</p> <p>(III) register of shareholders that the Board decides to keep at other place for the purpose of listing of the Bank's shares.</p>	/
<p>Article 47 The respective parts of the register of shareholders shall not overlap each other. In the event of transfer of shares registered in a</p>	/

Original Articles	Articles after the Amendments
<p>specific part of the register of shareholders, the said shares shall not be registered in any other part of the register of shareholders in the duration of the registration of the said shares.</p> <p>Any change or correction of any part of the register of shareholders shall comply with the law of the location where the said part is kept.</p>	
<p>Article 48 If there are provision(s) stipulating that change of the register of shareholders arising from share transfer shall not be registered prior to convening a general meeting or prior to the benchmark date on which the Bank decides to distribute dividends in relevant laws, regulations and provisions of the securities regulatory authorities at the location where the shares of the Bank are listed, such provision(s) shall prevail.</p>	<p>Article 34 <u>The Hong Kong branch register of members shall be available to shareholders. The Bank may close the register of shareholders according to provisions equivalent to Section 632 of the Companies Ordinance (Cap. 622, Laws of Hong Kong).</u></p> <p>If there are provision(s) stipulating that change of the register of shareholders arising from share transfer shall not be registered prior to convening <u>a Shareholders' meeting</u> or prior to the benchmark date on which the Bank decides to distribute dividends in relevant laws, regulations and provisions of the securities regulatory authorities at the location where the shares of the Bank are listed, such provision(s) shall prevail.</p>
<p>Article 49 If the Bank convenes a general meeting, distributes dividends, conducts liquidation or executes any other act requiring confirmation of equities, the convener of the Board meeting or Shareholders' general meeting shall determine the shareholding registration date, at the end of which the shareholders in the register shall be shareholders entitled to relevant interests.</p>	<p>Article 35 If the Bank convenes <u>a Shareholders' meeting</u>, distributes dividends, conducts liquidation or executes any other act requiring confirmation of equities, the convener of the Board meeting or <u>Shareholders' meeting</u> shall determine the shareholding registration date, at the end of which the shareholders in the register shall be shareholders entitled to relevant interests.</p>
<p>Article 50 If any person objects to the register of shareholders and requests to have his/her name recorded in or deleted from the register of shareholders, the said person may apply to the court with jurisdiction to correct the register of shareholders.</p>	/
<p>Article 51 If any shareholder in the register of shareholders or any person requesting to have his/her name recorded in the register of</p>	/

Original Articles	Articles after the Amendments
<p>shareholders has lost his/her shares (i.e. “the Original Shares”), the said shareholder or person may apply to the Bank to reissue new shares for the shares represented by the Original Shares (i.e. “the Relevant Shares”).</p> <p>Application for reissue of shares lost by holders of domestic shares shall be processed pursuant to the Company Law.</p> <p>Application for reissue of shares lost by holders of overseas listed shares shall be processed pursuant to the law of the place where the original of the register of holders of overseas listed shares is kept, rules of securities regulatory authorities at the location where the shares of the Bank are listed or other relevant requirements.</p> <p>Application for reissue of shares lost by holders of H Shares of the Bank shall meet the following requirements:</p> <p>(I) the applicant shall submit an application with the standard format designated by the Bank and attach a notarial deed or statutory statement. The contents of the notarial deed or statutory statement shall include the reason for application of the applicant, information and evidence about how the shares are lost, and a statement that no other person may request to be registered as shareholder for the related shares.</p> <p>(II) before deciding to reissue new shares, the Bank has not received a statement that anybody other than the applicant requests to be registered as shareholder for the Relevant Shares.</p> <p>(III) after deciding to reissue new shares to the applicant, the Bank shall publish announcements of reissue of new shares on</p>	

Original Articles	Articles after the Amendments
<p>the newspapers designated by the Board; the announcement period is 90 days, with at least one announcement in 30 days.</p> <p>(IV) before publishing the announcement of reissue of new shares, the Bank shall submit a copy of the to be published announcement to the stock exchange with which the Bank is listed, and may publish the announcement only after receiving a reply from the said stock exchange confirming that the said announcement has been displayed in the stock exchange. The duration of display of the said announcement in the stock exchange is 90 days.</p> <p>If the application for reissuing shares is not approved by the registered holder of the relevant shares, the Bank shall mail a copy of the to be published announcement to the said shareholder.</p> <p>(V) if, after expiry of the 90-day period of announcement and display specified in (III) and (IV) of this article, the Bank has not received any objection to reissue of shares, the Bank may reissue new shares as requested by the applicant.</p> <p>(VI) when the Bank reissues new shares as specified herein, the Bank shall immediately deregister the original shares and record such deregistration and reissue in the register of shareholders.</p> <p>(VII) all the expenses for deregistering the original shares and reissuing new shares shall be borne by the applicant. The Bank may refuse to take any action before the applicant provides any reasonable guarantee.</p> <p>If the Bank is empowered to issue warrants to any unregistered holder, the Bank shall not issue any new warrants to replace the lost</p>	

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warrants unless it does believe the original warrants are truly destroyed beyond a reasonable doubt.	
Article 52 After the Bank reissues new shares in accordance with the Articles of Association, the name of the goodwill purchaser of the said new shares or the shareholder (if it is a goodwill purchaser) later registered as owner of the said shares shall not be deleted from the register of shareholders.	/
Article 53 The Bank shall have no obligation to compensate any person for any loss arising from deregistration of the original shares or reissue of new shares, unless the said person can prove that the Bank has committed any fraud.	/
Chapter 5 CPC Committee	Chapter 5 <u>Party organization (Party committee)</u>
<p>Article 56 CPC committee's duties:</p> <p>(I) undertaking to supervise the implementation of the guidelines and policies of the CPC and the PRC in the Bank, implementing important meetings, arrangements and documents of the Party organization at a higher level, studying and implementing the opinions, supervising and inspecting the implementation to ensure the Party's leadership to the Bank;</p> <p>(II) playing a core leadership role and a core political role. The CPC committee's study and discussion are procedural prerequisite for the Board and senior management to make decisions on major issues. Making decisions on the "three importance and one greatness" matters, including but not limited to, cadre management, capital allocation, major investments, performance appraisal, audit, human resources and remuneration management, and performing the decision-making procedures in accordance with</p>	<p>Article 38 <u>Party organization (Party committee)'s</u> duties:</p> <p>(I) undertaking to supervise the implementation of the guidelines and policies of the CPC and the PRC in the Bank, implementing important meetings, arrangements and documents of the Party organization at a higher level, studying and implementing the opinions, supervising and inspecting the implementation to ensure the Party's leadership to the Bank;</p> <p>(II) playing a core leadership role and a core political role. The CPC committee's study and discussion are procedural prerequisite for the Board and senior management to make decisions on major issues. Making decisions on the "three importance and one greatness" matters, including but not limited to, cadre management, capital allocation, major investments, performance appraisal, audit, human resources and remuneration management, and performing the decision-making procedures in accordance with relevant</p>

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<p>relevant regulations; supporting the Board of Directors, the Board of Supervisors and senior management to perform their respective duties;</p> <p>(III) adhering to the principle of party-management cadres and party management talents, strengthening the construction of leadership teams at all levels of our Bank and the construction of talent teams, establishing and improving the mechanism for selecting personnel to meet the requirements of modern enterprise systems and market competition conditions and conducting studies on and determining the cadres and talent policies and management rules and appointment and dismissal;</p> <p>(IV) implementing the entity responsibility for strict rule over the Party and supporting the discipline inspection committee to implement the supervision responsibility for building a clean and honest government;</p> <p>(V) conducting studies on and determining the development direction, management policies, mid-and long-term development plans and other major issues of directional and strategic importance of the Bank;</p> <p>(VI) conducting studies on and determining other matters that need to be studied and determined by the CPC committee.</p>	<p>regulations; supporting the Board of Directors and senior management to perform their respective duties;</p> <p>(III) adhering to the principle of party-management cadres and party management talents, strengthening the construction of leadership teams at all levels of our Bank and the construction of talent teams, establishing and improving the mechanism for selecting personnel to meet the requirements of modern enterprise systems and market competition conditions and conducting studies on and determining the cadres and talent policies and management rules and appointment and dismissal;</p> <p>(IV) implementing the entity responsibility for strict rule over the Party and supporting the discipline inspection committee to implement the supervision responsibility for building a clean and honest government;</p> <p>(V) conducting studies on and determining the development direction, management policies, mid-and long-term development plans and other major issues of directional and strategic importance of the Bank;</p> <p>(VI) conducting studies on and determining other matters that need to be studied and determined by the CPC committee.</p>
<p>Chapter 6 Shareholders and Shareholders' General Meetings</p>	<p>Chapter 6 Shareholders and <u>Shareholders' Meetings</u></p>
<p>Article 58 Shareholders of the Bank are persons lawfully holding shares of the Bank, with names recorded in the register of shareholders. A shareholder of the Bank shall meet the requirements of relevant regulatory authorities including banking regulatory institutions for subscribing to the shares.</p>	<p>Article 40 Shareholders of the Bank are persons lawfully holding shares of the Bank, with names recorded in the register of shareholders. A shareholder of the Bank shall meet the requirements of relevant regulatory authorities including <u>national financial</u> regulatory institutions for subscribing to the shares.</p>

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<p>Shareholders of the Bank enjoy rights and fulfil obligations as per the shares they hold; the same shares represent the same rights and the same obligations.</p> <p>Where two or more persons are registered as joint holders of any shares, they shall be deemed as the common owners of the said shares subject to the following restrictions:</p> <p>(I) The Bank shall not register more than four persons as joint holders of any shares;</p> <p>(II) The joint holders of any shares shall assume several and joint liability for all payables for relevant shares;</p> <p>(III) If any of the joint shareholders deceases, only the surviving joint shareholders shall be deemed by the Bank as owners of relevant shares, but the Board may, for the purpose of modifying the register of shareholders, require the provision of a death certificate as it deems appropriate; and</p> <p>(IV) Among the joint holders of any shares, only the joint shareholder that is listed first in the register of shareholders shall have the right to take relevant shares from the Bank, receive notices of the Bank, and attend the Shareholders' general meetings of the Bank or exercise the full voting right of relevant shares. Any notice served to such shareholder shall be deemed as having been served to all the joint holders of relevant shares.</p> <p>If the Bank pays any of the joint shareholders distribution or allotment such as dividend, bonus or capital return that should be paid to the said joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares. If any of the joint shareholders sends to the Bank a receipt of any dividend,</p>	<p>Shareholders of the Bank enjoy rights and fulfil obligations as per the shares they hold; the same shares represent the same rights and the same obligations.</p> <p>Where two or more persons are registered as joint holders of any shares, they shall be deemed as the common owners of the said shares subject to the following restrictions:</p> <p>(I) The Bank shall not register more than four persons as joint holders of any shares;</p> <p>(II) The joint holders of any shares shall assume several and joint liability for all payables for relevant shares;</p> <p>(III) If any of the joint shareholders deceases, only the surviving joint shareholders shall be deemed by the Bank as owners of relevant shares, but the Board may, for the purpose of modifying the register of shareholders, require the provision of a death certificate as it deems appropriate; and</p> <p>(IV) Among the joint holders of any shares, only the joint shareholder that is listed first in the register of shareholders shall have the right to take relevant shares from the Bank, receive notices of the Bank, and attend <u>the Shareholders' meetings</u> of the Bank or exercise the full voting right of relevant shares. Any notice served to such shareholder shall be deemed as having been served to all the joint holders of relevant shares.</p> <p>If the Bank pays any of the joint shareholders distribution or allotment such as dividend, bonus or capital return that should be paid to the said joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares. If any of the joint shareholders sends to the Bank a receipt of any dividend,</p>

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bonus or capital return payable to the said joint shareholders, the receipt shall be deemed as a valid receipt sent by the said joint shareholders to the Bank.	bonus or capital return payable to the said joint shareholders, the receipt shall be deemed as a valid receipt sent by the said joint shareholders to the Bank.
<p>Article 59 The shareholders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(I) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(II) to attend or appoint a proxy to attend the Shareholders' general meetings, and to exercise the voting rights according to the shares held by them;</p> <p>(III) to supervise and manage the business operation activities of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, relevant provisions of rules governing securities of the place where shares of the Bank are listed and the Articles of Association;</p> <p>(V) to obtain relevant information in accordance with the laws, administrative regulations, rules, relevant provisions of rules governing securities of the place where shares of the Bank are listed and the Articles of Association, including:</p> <p>1. to obtain the Articles of Association after payment of the costs and expenses incurred;</p> <p>2. to inspect for free, and to photocopy, after paying a reasonable fee, the following documents:</p> <p>(1) the entire copy of all parts of the register of shareholders;</p>	<p>Article 41 The shareholders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(I) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(II) to <u>request according to laws to convene, hold, preside over,</u> attend or appoint a proxy to attend <u>the Shareholders' meetings, to speak at the Shareholders' meeting,</u> and to exercise the voting rights according to the shares held by them;</p> <p>(III) to supervise and manage the business operation activities of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, relevant provisions of rules governing securities of the place where shares of the Bank are listed and the Articles of Association;</p> <p><u>(V) to inspect and make copies of the Articles of Association, the register of shareholders, minutes of Shareholders' meetings, resolutions of Board meetings, and financial accounting reports. Eligible shareholders may further inspect the Bank's accounting books and vouchers in accordance with applicable regulations;</u></p> <p>(VI) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p>

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<p>(2) the personal information of the directors, supervisors, president and other senior management staff of the Bank, including:</p> <p>(a) current and former names and aliases;</p> <p>(b) primary address (domicile);</p> <p>(c) nationality;</p> <p>(d) full time and all other part time occupations and positions;</p> <p>(e) identification documents and their numbers.</p> <p>(3) report of share capital issued by the Bank;</p> <p>(4) report of the total par value, quantity, and the highest and lowest prices of each class of shares bought back by the Bank from the last fiscal year, and the total amount paid by the Bank for this purpose (by domestic shares and H Shares);</p> <p>(5) minutes of the Shareholders' general meetings;</p> <p>(6) the special resolutions of the Bank;</p> <p>(7) the latest audited financial statements of the Bank, and reports of the Board, auditors and the Board of Supervisors;</p> <p>(8) copies of the latest annual report and annual return filed with China's industrial and commercial administration authority or other competent authorities.</p> <p>Except the documents set out in (2) above, the Bank shall, according to the requirements of the Hong Kong Listing Rules, keep the above documents at the Hong Kong address of the</p>	<p>(VII) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a Shareholders' meeting in relation to the merger or division of the Bank);</p> <p>(VIII) to have other rights conferred in accordance with the laws, administrative regulations, rules, rule governing securities of the place where shares of the Bank are listed and the Articles of Association.</p>

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<p>Bank for free inspection by the public and holders of H Shares. Documents set out in (5) are for inspection by shareholders only.</p> <p>If any shareholder asks for copies of relevant documents, the Bank shall send out the said copies within 7 days after receipt of reasonable expenses.</p> <p>If the information so inspected or photocopied involves trade secrets and price sensitive information of the Bank, the Bank may refuse to provide such information.</p> <p>(VI) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VII) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a Shareholders' general meeting in relation to the merger or division of the Bank);</p> <p>(VIII) to have other rights conferred in accordance with the laws, administrative regulations, rules, rule governing securities of the place where shares of the Bank are listed and the Articles of Association.</p> <p>The Bank shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Bank.</p>	
<p>Article 60 If any shareholder needs to access the relevant information as set out in the preceding article, the said shareholder shall provide the Bank with written documents bearing evidence of the type and number of shares held by the said shareholder, and the</p>	<p>Article 42 If any shareholder needs to access the relevant information as set out in the preceding article, the said shareholder shall provide the Bank with written documents bearing evidence of the type and number of shares held by the said shareholder, and the Bank shall provide the said information as required by the said shareholder upon</p>

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<p>Bank shall provide the said information as required by the said shareholder upon authentication of the said shareholder.</p> <p>When exercising the aforesaid right to know, the shareholder shall keep confidential the Bank's trade secrets and reasonably use the Bank's information. If the shareholder breaches its confidentiality obligation, thereby causing any damage to the Bank, the said shareholder shall be liable for compensation.</p>	<p>authentication of the said shareholder. <u>If a shareholder needs to inspect or copy relevant information, the provisions of laws and administrative regulations such as the Company Law shall be observed.</u></p> <p>When exercising the aforesaid right to know, the shareholder shall keep confidential the Bank's trade secrets and reasonably use the Bank's information. If the shareholder breaches its confidentiality obligation, thereby causing any damage to the Bank, the said shareholder shall be liable for compensation.</p>
<p>Article 61 If the content of any resolution of the Shareholders' general meeting or the Board runs counter to the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution.</p> <p>If the meeting convening procedure and voting method of the Shareholders' general meeting or Board meeting run counter to the laws and administrative regulations or the Articles of Association or if the content of any resolution runs counter to the Articles of Association, the shareholders may request the people's court to cancel the said procedure, method or resolution within 60 days after making the resolution.</p>	<p>Article 43 If the content of any resolution of <u>the Shareholders' meeting</u> or the Board runs counter to the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution.</p> <p>If the meeting convening procedure and voting method of the <u>Shareholders' meeting</u> or Board meeting run counter to the laws and administrative regulations or the Articles of Association or if the content of any resolution runs counter to the Articles of Association, the shareholders <u>shall have the right to</u> request the people's court to cancel the said procedure, method or resolution within 60 days after making the resolution, <u>except where there are only minor defects in the convening procedure or voting method of the Shareholders' meeting or Board meeting, which do not materially affect the resolutions.</u></p> <p><u>Shareholders who are not notified to participate in the Shareholders' meeting may apply to the people's court for revocation within 60 days from the date when they know or should have known that the resolution of the Shareholders' meeting; the right to revoke shall be extinguished if</u></p>

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	<p><u>the right to revoke is not exercised within one year from the date on which the resolution is made.</u></p> <p><u>Where there is a dispute among the Board, shareholders and other relevant parties as to the validity of a shareholders' resolution, they should promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling to revoke the resolution, etc., the relevant parties shall implement the resolution of the Shareholders' meeting. The Bank, directors and senior management staff shall diligently perform their duties to ensure the normal operation of the Bank.</u></p>
/	<p><u>Article 44 Under any of the following circumstances, the resolutions of the Shareholders' meeting or the Board shall be void:</u></p> <p><u>(I) Failure to convene a Shareholders' meeting or Board meeting to pass the relevant resolution(s);</u></p> <p><u>(II) No votes were taken on the resolution(s) at a Shareholders' meeting or Board meeting;</u></p> <p><u>(III) The number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or this Articles of Association;</u></p> <p><u>(IV) The number of persons consenting to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or this Articles of Association.</u></p>

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<p>Article 62 If any director, president or other senior management staff member violates the laws, administrative regulations or the Articles of Association in fulfilling their duties, thereby causing any loss to the Bank, the shareholders individually or jointly holding more than 1% of the shares in the Bank for more than 180 consecutive days may request the Board of Supervisors in writing to institute proceedings in the people's court. If any supervisor violates the laws, administrative regulations or the Articles of Association in fulfilling his/her duties, thereby causing any loss to the Bank, the shareholders shall have the right to send written request to the Board to initiate proceedings in the people's court.</p> <p>Upon receipt of such written request from the aforesaid shareholders, if the Board of Supervisors or the Board refuses to initiate such proceedings, or has not initiated proceedings within 30 days upon receipt of the request, or if under urgent situations, failure of initiating immediate proceeding may cause irremediable damages to the Bank, the aforesaid shareholders shall, for the Bank's interests, have the right to initiate proceedings directly to the people's court in their own name.</p> <p>If any other person infringes upon the legitimate rights and interests of the Bank, thereby causing any loss to the Bank, the shareholders as specified in paragraph 1 of this Article may institute legal proceedings to the people's court pursuant to the preceding two paragraphs.</p>	<p>Article 45 If any director, president or other senior management staff member <u>other than members of the Audit Committee of the Board</u> violates the laws, administrative regulations or the Articles of Association in fulfilling their duties, thereby causing any loss to the Bank, the shareholders individually or jointly holding more than 1% of the shares in the Bank for more than 180 consecutive days may request <u>the Audit Committee of the Board</u> in writing to institute proceedings in the people's court. If <u>any member of the Audit Committee of the Board</u> violates the laws, administrative regulations or the Articles of Association in fulfilling his/her duties, thereby causing any loss to the Bank, the <u>aforesaid</u> shareholders shall have the right to send written request to the Board to initiate proceedings in the people's court.</p> <p>Upon receipt of such written request from the aforesaid shareholders, if <u>the Audit Committee of the Board</u> or the Board refuses to initiate such proceedings, or has not initiated proceedings within 30 days upon receipt of the request, or if under urgent situations, failure of initiating immediate proceeding may cause irremediable damages to the Bank, the aforesaid shareholders shall, for the Bank's interests, have the right to initiate proceedings directly to the people's court in their own name.</p> <p>If any other person infringes upon the legitimate rights and interests of the Bank, thereby causing any loss to the Bank, the shareholders as specified in paragraph 1 of this Article may institute legal proceedings to the people's court pursuant to the preceding two paragraphs.</p> <p><u>If any director or senior management staff of the Bank's wholly-owned subsidiary companies violates the relevant laws and administrative regulations or the provisions</u></p>

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	<p><u>of the Articles of Association of the subsidiary companies in performing his/her duties in the Bank's wholly-owned subsidiary companies, causing any loss to the Bank's wholly-owned subsidiary companies, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary company of the Bank and cause losses, the shareholders severally or jointly holding 1% or more of the Bank's shares for a period of 180 consecutive days or longer, in accordance with the provisions of the first three paragraphs, are entitled to request the board of directors of the Bank's wholly-owned subsidiary company to file a lawsuit with the people's court in writing or directly file a lawsuit with the people's court in its own name.</u></p>
<p>Article 65 Shareholders of ordinary shares of the Bank shall have 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. 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;</p> <p>(III) Not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;</p> <p>(IV) To perform the obligation of good faith to the Bank according to law, to truthfully provide the Bank with information including financial information, shareholding structure, sources of share subscription, controlling shareholders, de</p>	<p>Article 48 Shareholders of ordinary shares of the Bank shall have 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. 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;</p> <p>(III) Not to <u>divest their contributed share capital</u> except in circumstances allowed by the laws and administrative regulations;</p> <p>(IV) To perform the obligation of good faith to the Bank according to law, to truthfully provide the Bank with information including financial information, shareholding structure, sources of share subscription, controlling shareholders, de</p>

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<p>facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions etc. according to the laws, regulations and regulatory provisions;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(IX) Shareholders who transfer or pledge their shares of the Bank or conduct related transactions with the Bank shall comply with</p>	<p>facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions etc. according to the laws, regulations and regulatory provisions;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(IX) Shareholders who transfer or pledge their shares of the Bank or conduct related transactions with the Bank shall comply with</p>

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<p>the laws, regulations and regulatory provisions, and shall not impair the interests of other shareholders and the Bank;</p> <p>(X) 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 shareholders and their controlling shareholders or de facto controllers shall not abuse shareholders' rights or exploit their related relationships 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 or stakeholders in any other form;</p> <p>(XI) 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>the laws, regulations and regulatory provisions, and shall not impair the interests of other shareholders and the Bank;</p> <p>(X) 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 shareholders and their controlling shareholders or de facto controllers shall not abuse shareholders' rights or exploit their related relationships 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 or stakeholders in any other form;</p> <p>(XI) 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>(XII) The substantial shareholders shall, in accordance with the relevant laws, regulations and regulatory requirements, truthfully make</p>

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<p>(XII) The substantial shareholders shall, in accordance with the relevant laws, regulations and regulatory requirements, truthfully make commitments, earnestly fulfill the commitments, and actively cooperate with the regulatory authorities and the Bank to carry out the appraisal on shareholders' commitment;</p> <p>(XIII) 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>(XIV) Substantial shareholders shall actively fulfill their commitments on duty performance such as capital replenishment and liquidity support, and cooperate with the Bank in dissolving risks in accordance with regulatory requirements. In the event of failure to perform their commitments on duty performance, substantial shareholders shall notify the Bank in a timely manner, explain specific circumstances and reasons, and shall not prevent other investors from taking reasonable plans to invest in the Bank;</p> <p>(XV) 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%</p>	<p>commitments, earnestly fulfill the commitments, and actively cooperate with the regulatory authorities and the Bank to carry out the appraisal on shareholders' commitment;</p> <p>(XIII) 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>(XIV) Substantial shareholders shall actively fulfill their commitments on duty performance such as capital replenishment and liquidity support, and cooperate with the Bank in dissolving risks in accordance with regulatory requirements. In the event of failure to perform their commitments on duty performance, substantial shareholders shall notify the Bank in a timely manner, explain specific circumstances and reasons, and shall not prevent other investors from taking reasonable plans to invest in the Bank;</p> <p>(XV) 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 <u>national financial</u> 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 <u>national financial</u> regulatory institutions within ten</p>

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<p>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>(XVI) 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>(XVII) Credit terms offered by the Bank to shareholders thereof shall not be more favourable than similar credit terms to other customers;</p> <p>(XVIII) 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) nominated or 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</p>	<p>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 <u>the Shareholders' meeting</u>, voting right, right of nomination, right of making motions and right of disposition;</p> <p>(XVI) For any shareholder who has made any misrepresentation, abuses shareholder's rights or has other acts that harm the interests of the Bank, the <u>national financial</u> regulatory authorities 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 <u>the Shareholders' meeting</u>, voting right, right of nomination, right of making motions and right of disposition;</p> <p>(XVII) Credit terms offered by the Bank to shareholders thereof shall not be more favourable than similar credit terms to other customers;</p> <p>(XVIII) If a shareholder, particularly a substantial shareholder, fails to repay any due credit to the Bank, the voting right of such shareholder at <u>the Shareholders' meeting</u> or the voting right of the director(s) nominated or 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>

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<p>shareholders in the Bank's liquidation process shall be used in priority for the repayment of their outstanding loans with the Bank;</p> <p>(XIX) 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;</p> <p>(XX) Other obligations required by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not assume the obligation to increase any share capital unless under the conditions accepted by the subscribers at the time of subscription.</p> <p>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.</p> <p>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. The Bank shall report to the regulatory authorities in a timely manner and formulate a response plan after knowing that the relevant shareholders are unable to perform their commitments on duty performance.</p>	<p>(XIX) 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;</p> <p>(XX) Other obligations required by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not assume the obligation to increase any share capital unless under the conditions accepted by the subscribers at the time of subscription.</p> <p>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.</p> <p>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. The Bank shall report to the regulatory authorities in a timely manner and formulate a response plan after knowing that the relevant shareholders are unable to perform their commitments on duty performance.</p>
<p>Article 66 If any shareholder needs to use his/her equity in the Bank as a guarantee for himself or others, the said shareholder shall strictly comply with laws, regulations and requirements of regulatory authorities and shall notify the Board of the Bank in advance.</p>	<p>Article 66 If any shareholder needs to use his/her equity in the Bank as a guarantee for himself or others, the said shareholder shall strictly comply with laws, regulations and requirements of regulatory authorities and shall notify the Board of the Bank in advance.</p>

Original Articles	Articles after the Amendments
<p>The Board Office of the Bank shall be responsible for matters relating to equity pledge, including collection, sort-out and submission of information about pledge of shareholders' equity and other routine work.</p> <p>Where shareholders serving as directors or supervisors of the Bank or shareholders directly, indirectly, or jointly holding or controlling more than 2% of the shares or voting rights of the Bank wish to pledge the shares of the Bank, they shall report to the Board of the Bank in advance about the reason of pledge, amount of equity pledged, term of pledge, profile of the pledgee, etc. The Board, if believing that such pledge may have a material adverse impact on the equity status, corporate governance, risk and related party transaction control, etc. of the Bank, should disapprove such pledge. When the Board is deliberating relevant reported issue, directors appointed by the shareholders who wish to pledge the shares shall abstain from the voting.</p> <p>Upon completion of the equity pledge registration, the shareholder shall provide the Bank with relevant information about the pledged equity in time in accordance with the Bank's risk management and information disclosure requirements.</p> <p>A shareholder with outstanding loans from the Bank exceeding the audited net value of equity held by him/her in the previous year shall not pledge his/her equity in the Bank.</p> <p>If a shareholder pledges 50% or more of his/her equity in the Bank, the voting right of such shareholder at the Shareholders' general meeting or the voting right of the director(s) nominated or appointed by such shareholder at the Board meeting shall be restricted.</p>	<p>The Board Office of the Bank shall be responsible for matters relating to equity pledge, including collection, sort-out and submission of information about pledge of shareholders' equity and other routine work.</p> <p>Where shareholders serving as directors of the Bank or shareholders directly, indirectly, or jointly holding or controlling more than 2% of the shares or voting rights of the Bank wish to pledge the shares of the Bank, they shall report to the Board of the Bank in advance about the reason of pledge, amount of equity pledged, term of pledge, profile of the pledgee, etc. The Board, if believing that such pledge may have a material adverse impact on the equity status, corporate governance, risk and related party transaction control, etc. of the Bank, should disapprove such pledge. When the Board is deliberating relevant reported issue, directors appointed by the shareholders who wish to pledge the shares shall abstain from the voting.</p> <p>Upon completion of the equity pledge registration, the shareholder shall provide the Bank with relevant information about the pledged equity in time in accordance with the Bank's risk management and information disclosure requirements.</p> <p>A shareholder with outstanding loans from the Bank exceeding the audited net value of equity held by him/her in the previous year shall not pledge his/her equity in the Bank.</p> <p>If a shareholder pledges 50% or more of his/her equity in the Bank, the voting right of such shareholder at the Shareholders' meeting or the voting right of the director(s) nominated or appointed by such shareholder at the Board meeting shall be restricted.</p>

Original Articles	Articles after the Amendments
<p>Article 67 Shareholders of the Bank shall safeguard the interests of the Bank. If any shareholder uses his/her shareholder status to maliciously hinder legitimate operating activities of the Bank or damage the legitimate rights and interests of the Bank, the Bank shall have the right to file an action for suspension of such illegal acts or infringement acts and compensation.</p> <p>The controlling shareholders and de facto controllers of the Bank shall not use the related party relationship to damage the interests of the Bank; otherwise, they shall make compensation for the loss incurred to the Bank.</p> <p>The controlling shareholders and de facto controllers of the Bank shall be honest to the Bank and its general public shareholders. The controlling shareholders shall duly exercise contributors' rights according to laws, shall not damage the legitimate rights and interests of the Bank and general public shareholders by such means as profit distribution, asset reorganization, external investment, fund appropriation and loan guarantee and shall not abuse their controlling status to damage the interests of the Bank and general public shareholders.</p>	<p>Article 50 Shareholders of the Bank shall safeguard the interests of the Bank. If any shareholder uses his/her shareholder status to maliciously hinder legitimate operating activities of the Bank or damage the legitimate rights and interests of the Bank, the Bank shall have the right to file an action for suspension of such illegal acts or infringement acts and compensation. <u>If any shareholder of the Bank abuses his/her shareholder's right, thereby causing any loss to the Bank or other shareholders, the said shareholder shall be liable for compensation according to law. If any shareholder of the Bank who abuse the legal personality of the company and limited liability of shareholders in order to escape from liability, thereby seriously damaging the interests of creditors of the Bank, shall jointly and severally be responsible for the Bank's debts.</u></p> <p>The controlling shareholders and de facto controllers of the Bank shall not use the related party relationship to damage the interests of the Bank; otherwise, they shall make compensation for the loss incurred to the Bank.</p> <p>The controlling shareholders and de facto controllers of the Bank shall be honest to the Bank and its general public shareholders. The controlling shareholders shall duly exercise contributors' rights according to laws, shall not damage the legitimate rights and interests of the Bank and general public shareholders by such means as profit distribution, asset reorganization, external investment, fund appropriation and loan guarantee and shall not abuse their controlling status to damage the interests of the Bank and general public shareholders.</p>
<p>Article 68 In addition to the obligations required under the laws, administrative regulations or the listing rules of a stock</p>	<p>Article 51 In addition to the obligations required under the laws, administrative regulations or the listing rules of a stock</p>

Original Articles	Articles after the Amendments
<p>exchange where shares of the Bank are listed, controlling shareholders of the Bank, when exercising their rights as a shareholder, shall not exercise their voting rights to make decisions that would impair the interests of all or part of the shareholders on the following issues:</p> <p>(I) releasing a director or supervisor of the responsibility to sincerely act in the best interests of the Bank;</p> <p>(II) approving that a director or supervisor (for his/her own or another person's benefit) seizes from the Bank any asset in any form, including but not limited to opportunity favorable to the Bank;</p> <p>(III) approving that a director or supervisor (for his/her own or another person's benefit) seizes from any shareholder any personal interests, including but not limited to the right to profit distribution and right to vote, but excluding corporate reorganization submitted for adoption at the Shareholders' general meeting pursuant to the Articles of Association.</p>	<p>exchange where shares of the Bank are listed, controlling shareholders of the Bank, when exercising their rights as a shareholder, shall not exercise their voting rights to make decisions that would impair the interests of all or part of the shareholders on the following issues:</p> <p>(I) releasing a director of the responsibility to sincerely act in the best interests of the Bank;</p> <p>(II) approving that a director (for his/her own or another person's benefit) seizes from the Bank any asset in any form, including but not limited to opportunity favorable to the Bank;</p> <p>(III) approving that a director (for his/her own or another person's benefit) seizes from any shareholder any personal interests, including but not limited to the right to profit distribution and right to vote, but excluding corporate reorganization submitted for adoption at <u>the Shareholders' meeting</u> pursuant to the Articles of Association.</p>
<p>Section 2 General Provisions for Shareholders' General Meetings</p>	<p>Section 2 General Provisions for Shareholders' Meeting</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 guidelines and extremely important investment plans of the Bank;</p> <p>(II) electing and changing directors and determining the remuneration of directors;</p> <p>(III) electing and changing non employee supervisors and determining the remuneration of supervisors;</p>	<p>Article 52 <u>The Shareholders' meeting of the Bank comprises all shareholders. The Shareholders' meeting</u> is the supreme authority of the Bank and shall exercise the following functions and powers according to laws:</p> <p>(I) electing and changing directors <u>who are not employee representatives</u> and determining the remuneration of directors;</p> <p>(II) reviewing and approving the reports of the Board of Directors;</p>

Original Articles	Articles after the Amendments
<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 Supervisors 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 related party transactions of the Bank which shall be considered and approved at the Shareholders' general meeting as required by the laws, administrative regulations, rules and the securities supervision rules of the place where the shares of the Bank are listed;</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>(III) <u>listening to the evaluation results of the Audit Committee's comprehensive evaluation of duty performance of the Board of Directors and directors, senior management and its members of the Bank;</u></p> <p>(IV) reviewing and approving profit distribution plans and loss recovery plans of the Bank;</p> <p>(V) reviewing and approving extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee and related party transactions of the Bank which shall be considered and approved at <u>the Shareholders' meeting</u> as required by the laws, administrative regulations, rules and the securities supervision rules of the place where the shares of the Bank are listed;</p> <p>(VI) resolving on the increase or decrease in the registered capital of the Bank;</p> <p>(VII) resolving on the issuance of bonds or the listing of the Bank <u>or authorizing the Board to resolve on the issuance of bonds of the Bank;</u></p> <p>(VIII) resolving on the merger, division, dissolution, liquidation or change in the corporate form of the Bank;</p> <p>(IX) amending the Articles of Association;</p> <p>(X) reviewing and approving the Rules of Procedures for <u>the Shareholders' meeting</u>, the Board of Directors;</p> <p>(XI) 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;</p>

Original Articles	Articles after the Amendments
<p>(XV) reviewing and approving the Rules of Procedures for the Shareholders' General Meeting, the Board of Directors and the Board of Supervisors;</p> <p>(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;</p> <p>(XVII) resolving on the appointment, dismissal or non-reappointment of accounting firms of the Bank for regular legal audit of the Bank's financial statements;</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>(XIX) reviewing and approving matters relating to changes in the use of proceeds from share offerings;</p> <p>(XX) reviewing and approving the plans of the equity incentive scheme;</p> <p>(XXI) 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> <p>The above matters falling within the authority of the Shareholders' general meeting shall not be granted to the Board, other institutions or individuals.</p>	<p>(XII) resolving on the appointment, dismissal or non-reappointment of accounting firms of the Bank for regular legal audit of the Bank's financial statements;</p> <p>(XIII) 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>(XIV) reviewing and approving matters relating to changes in the use of proceeds from share offerings;</p> <p>(XV) reviewing and approving the plans of the equity incentive scheme;</p> <p>(XVI) reviewing the proposals by the shareholders individually or jointly holding more than <u>1</u>% of the voting shares of the Bank;</p> <p>(XVII) reviewing and approving other issues which should be determined by <u>the Shareholders' meeting</u> 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><u>Authority of a Shareholders' meeting as stipulated by the Company Law and the Corporate Governance Guidelines for Banking and Insurance Institutions, and the</u> above matters falling within the authority of <u>the Shareholders' meeting</u> shall not be granted to the Board, other institutions or individuals.</p>

Original Articles	Articles after the Amendments
<p>Article 70 Shareholders' general meetings are classified into annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six months after the last fiscal year ends. If the annual general meeting needs to be postponed for special reasons, a report shall be made to relevant regulatory authorities in a timely manner and reasons for postponement shall be given.</p>	<p>Article 53 <u>Shareholders' meetings</u> are classified into annual <u>Shareholders' meetings</u> and extraordinary <u>Shareholders' meetings</u>. The annual <u>Shareholders' meeting</u> shall be held once a year within six months after the last fiscal year ends. If the annual general meeting needs to be postponed for special reasons, a report shall be made to relevant regulatory authorities in a timely manner and reasons for postponement shall be given.</p>
<p>Article 71 The Bank shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of directors falls short of the quorum required by the Company Law or is less than two thirds of the number stipulated in the Articles of Association;</p> <p>(II) the outstanding loss of the Bank is at least one third of the Bank's total paid-up share capital;</p> <p>(III) shareholders (hereinafter referred to as proposing shareholders) who individually or jointly hold above 10% of the total voting shares of the Bank have requested to convene the meeting in writing; the amount of shareholding above shall be calculated as of the date on which the shareholders raise a request in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) above half of the independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene the meeting);</p> <p>(VI) the Board of Supervisors proposes to convene the meeting;</p>	<p>Article 54 The Bank shall convene an extraordinary <u>Shareholders' meeting</u> within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of directors falls short of the quorum required by the Company Law or is less than two thirds of the number stipulated in the Articles of Association;</p> <p>(II) the outstanding loss of the Bank is at least one third of the Bank's total paid-up share capital;</p> <p>(III) shareholders (hereinafter referred to as proposing shareholders) who individually or jointly hold above 10% of the total voting shares of the Bank have requested to convene the meeting in writing; the amount of shareholding above shall be calculated as of the date on which the shareholders raise a request in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) above half of the independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene the meeting);</p> <p>(VI) <u>the Audit Committee of the Board</u> proposes to convene the meeting;</p>

Original Articles	Articles after the Amendments
<p>(VII) above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene the meeting);</p> <p>(VIII) any other circumstances as stipulated by the laws, administrative regulations, rules, rule governing securities of the place where shares of the Bank are listed or the Articles of Association.</p> <p>Regarding the circumstance in (II) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank knows about the occurrence of the circumstance.</p>	<p>(VII) any other circumstances as stipulated by the laws, administrative regulations, rules, rule governing securities of the place where shares of the Bank are listed or the Articles of Association.</p> <p>Regarding the circumstance in (II) above, the time limit for convening an extraordinary <u>Shareholders' meeting</u> shall start from the date when the Bank knows about the occurrence of the circumstance.</p>
<p>Article 72 The venue of Shareholders' general meetings of the Bank shall be the address of the Bank or other place specified in the notice of Shareholders' general meeting.</p> <p>A venue shall be set for Shareholders' general meetings which shall be held onsite. When conditions permit, the Bank may provide network or any other means for its shareholders to conveniently participate in Shareholders' general meetings according to relevant provisions. Shareholders participating in the Shareholders' general meetings by any aforesaid means shall be deemed as having attended the meetings.</p>	<p>Article 55 The venue of <u>Shareholders' meetings</u> of the Bank shall be the address of the Bank or other place specified in the notice of <u>Shareholders' meeting</u>.</p> <p>A venue shall be set for <u>Shareholders' meetings</u> which shall be held onsite. When conditions permit, the Bank may provide network or any other means for its shareholders to conveniently participate in <u>Shareholders' meetings</u> according to relevant provisions. Shareholders participating in the <u>Shareholders' meetings</u> by any aforesaid means shall be deemed as having attended the meetings.</p>
<p>Article 73 In convening a Shareholders' general meeting, the Bank shall engage a lawyer to provide legal opinions on the following issues:</p> <p>(I) whether the convening of the Shareholders' general meeting and procedure for holding the meeting comply with the laws, administrative regulations and the Articles of Association;</p>	<p>Article 56 In convening a <u>Shareholders' meeting</u>, the Bank shall engage a lawyer to provide legal opinions on the following issues:</p> <p>(I) whether the convening of the <u>Shareholders' meeting</u> and procedure for holding the meeting comply with the laws, administrative regulations and the Articles of Association;</p> <p>(II) whether the attendees and convener of the meeting are eligible;</p>

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<p>(II) whether the attendees and convener of the meeting are eligible;</p> <p>(III) whether the voting procedures and results of the meeting are legal and valid;</p> <p>(IV) whether the issues resolved on at the Shareholders' general meeting are legal and valid;</p> <p>(V) other issues for which legal opinions shall be given upon the Bank's request.</p>	<p>(III) whether the voting procedures and results of the <u>Shareholders' meeting</u> are legal and valid;</p> <p>(IV) whether the issues resolved on at the <u>Shareholders' meeting</u> are legal and valid;</p> <p>(V) <u>on other relevant issues</u> for which legal opinions shall be <u>given</u> upon the Bank's request.</p>
<p>Section 3 Convening of Shareholders' General Meetings</p>	<p>Section 3 Convening of <u>Shareholders' Meetings</u></p>
<p>Article 74 Shareholders' general meetings shall be convened by the Board.</p> <p>If the Board is unable or fails to fulfil the obligation of convening Shareholders' general meetings, the Board of Supervisors shall duly convene and preside over such meetings. If the Board of Supervisors does not convene or preside over such meetings, the shareholders (hereinafter referred to as convening shareholders) separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative.</p>	<p>Article 57 <u>Shareholders' meetings</u> shall be convened by the Board.</p> <p>If the Board is unable or fails to fulfil the obligation of convening <u>Shareholders' meetings</u>, the <u>Audit Committee of the Board shall duly convene and preside over such meetings. If the Audit Committee of the Board does not convene or preside over such meetings</u>, the shareholders (hereinafter referred to as convening shareholders) separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative.</p>
<p>Article 75 The Bank shall convene an extraordinary general meeting within two months upon proposal by more than half and not less than two of the independent directors. If the extraordinary general meeting is not convened within the period prescribed by the Company Law and the Articles of Association, the Bank shall submit a written report to the regulatory authorities and explain the reasons.</p>	<p>Article 58 The Bank shall convene an extraordinary <u>Shareholders' meeting</u> within two months upon proposal by more than half and not less than two of the independent directors. If the extraordinary <u>Shareholders' meeting</u> is not convened within the period prescribed by the Company Law and the Articles of Association, the Bank shall submit a written report to the regulatory authorities and explain the reasons.</p>
<p>Article 76 The Board of Supervisors or more than half of the external supervisors shall have the right to propose in writing to the Board to</p>	<p>Article 59 <u>The Audit Committee of the Board</u> shall have the right to propose in writing to the Board to convene an extraordinary</p>

Original Articles	Articles after the Amendments
<p>convene an extraordinary general meeting (if there are only two external supervisors, then the two external supervisors unanimously agree to convene the meeting). The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting within 10 days after receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the Board of Supervisors is required.</p> <p>If the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the Board of Supervisors may convene and preside over the meeting by itself.</p>	<p><u>Shareholders' meeting</u>. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary <u>Shareholders' meeting</u> within 10 days after receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary <u>Shareholders' meeting</u>, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of <u>the Audit Committee of the Board</u> is required.</p> <p>If the Board does not agree to hold the extraordinary <u>Shareholders' meeting</u> or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary <u>Shareholders' meeting</u>, and <u>the Audit Committee of the Board</u> may convene and preside over the meeting by itself.</p>
<p>Article 77 If proposing shareholders require convening an extraordinary general meeting or class meeting (hereinafter referred to as relevant meeting), the following procedure shall be followed:</p> <p>Proposing shareholders shall have the right to request the Board in writing to convene a relevant meeting. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the relevant meeting within 10 days after receipt of the request.</p> <p>Where the Board agrees to convene the relevant meeting, it shall serve a notice of such meeting within five days after the resolution is made by</p>	<p>Article 60 If proposing shareholders require convening an extraordinary <u>Shareholders' meeting</u>, the following procedure shall be followed:</p> <p>Proposing shareholders shall have the right to request the Board in writing to convene a relevant meeting. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the relevant meeting within 10 days after receipt of the request.</p> <p>Where the Board agrees to convene the relevant meeting, it shall serve a notice of such meeting within five days after the resolution is made by</p>

Original Articles	Articles after the Amendments
<p>the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.</p> <p>Where the Board does not agree to convene the relevant meeting, or fails to give any reply within 10 days after receipt of the request, the proposing shareholders shall have the right to request the Board of Supervisors in writing to convene the relevant meeting.</p> <p>If the Board of Supervisors agrees to convene the relevant meeting, it shall serve a notice of such meeting within 5 days after receiving the request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholders is required.</p> <p>If the Board of Supervisors fails to give the notice of the relevant meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the relevant meeting, and convening shareholders shall have the right to convene and preside over such meeting by themselves.</p> <p>Where the Board of Supervisors or shareholders convene and hold the meetings on its/their own initiative because the Board fails to convene the meetings pursuant to the aforesaid provisions, the reasonable expenses incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting directors.</p>	<p>the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.</p> <p>Where the Board does not agree to convene the relevant meeting, or fails to give any reply within 10 days after receipt of the request, the proposing shareholders shall have the right to request the <u>Audit Committee of the Board</u> in writing to convene the relevant meeting.</p> <p>If the <u>Audit Committee of the Board</u> agrees to convene the relevant meeting, it shall serve a notice of such meeting within 5 days after receiving the request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholders is required.</p> <p>If the <u>Audit Committee of the Board</u> fails to give the notice of the relevant meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the relevant meeting, and convening shareholders shall have the right to convene and preside over such meeting by themselves.</p>
<p>Article 78 Where the Board of Supervisors or shareholders decide to convene a Shareholders' general meeting on its/their own initiative, it/they shall notify the Board in writing and give a notice of the Shareholders' general meeting, with relevant contents complying with Article 84 of the Articles of Association and the following provisions: no new contents shall be added to the resolutions, otherwise convening shareholders or the Board of Supervisors shall</p>	<p>Article 61 Where the <u>Audit Committee of the Board or</u> shareholders decide to convene a <u>Shareholders' meeting</u> on its/their own initiative, it/they shall notify the Board in writing and give a notice of the <u>Shareholders' meeting</u>, with relevant contents complying with <u>Article 68</u> of the Articles of Association and the following provisions: no new contents shall be added to the resolutions, otherwise convening shareholders <u>or the Audit</u></p>

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<p>resubmit the request to convene a Shareholders' general meeting to the Board according to the above procedures.</p> <p>Prior to the announcement of the resolutions of the Shareholders' general meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%.</p>	<p><u>Committee of the Board</u> shall resubmit the request to convene a <u>Shareholders' meeting</u> to the Board according to the above procedures.</p> <p>Prior to the announcement of the resolutions of the <u>Shareholders' meeting</u>, the shareholding ratio of the convening shareholders shall not be lower than 10%.</p>
<p>Article 79 With regard to a Shareholders' general meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation, and the Board shall provide a register of shareholders as of the shareholding registration date.</p>	<p>Article 62 With regard to a <u>Shareholders' meeting</u> convened by <u>the Audit Committee of the Board or</u> shareholders on its/their own initiative, the Board and its secretary shall offer cooperation, and the Board shall provide a register of shareholders as of the shareholding registration date.</p>
/	<p>Article 63 <u>The necessary expenses of the Shareholders' meeting convened by the Audit Committee or the shareholders itself/ themselves shall be borne by the Bank.</u></p>
<p>Section 4 Proposals and Notices of Shareholders' General Meetings</p>	<p>Section 4 Proposals and Notices of Shareholders' Meetings</p>
<p>Article 80 The content of a proposal shall be within the authority of the Shareholders' general meeting, shall have specific issues for discussion and matters to be resolved, and shall comply with the relevant provisions of laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Articles of Association.</p>	<p>Article 64 The content of a proposal shall be within the authority of the <u>Shareholders' meeting</u>, shall have specific issues for discussion and matters to be resolved, and shall comply with the relevant provisions of laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Articles of Association.</p>
<p>Article 81 Where the Bank convenes a Shareholders' general meeting, the Board, the Board of Supervisors, and shareholders individually or jointly holding more than 3% of the total voting shares of the Bank shall have the right to put forward proposals to the Bank, and the Bank shall place matters in the said proposals on the agenda of the said Shareholders' general meeting if the such matters fall within the authority of Shareholders' general meetings.</p>	<p>Article 65 Where the Bank convenes a <u>Shareholders' meeting</u>, the Board and shareholders individually or jointly holding more than <u>1</u>% of the total voting shares of the Bank shall have the right to put forward proposals to the Bank, and the Bank shall place matters in the said proposals on the agenda of the said <u>Shareholders' meeting</u> if the such matters fall within the authority of Shareholders' general meetings.</p>

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<p>Shareholders individually or jointly holding more than 3% of the total voting shares of the Bank may submit written provisional proposals to the convener 10 days before the Shareholders' general meeting. The convener shall serve a supplementary notice of Shareholders' general meeting within 2 days after receipt of the provisional proposals and announce the contents of the said provisional proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of Shareholders' general meeting or add any new proposal after the announcement of the said notice is issued.</p> <p>Proposals not set out in the notice of Shareholders' general meeting or not complying with Article 80 of the Articles of Association shall not be voted on or resolved at the Shareholders' general meeting.</p>	<p>Shareholders individually or jointly holding more than <u>1</u>% of the total voting shares of the Bank may submit written provisional proposals to the convener 10 days before the <u>Shareholders' meeting</u>. <u>The provisional proposals shall have definite themes and specific matters for resolution.</u> The convener shall serve a supplementary notice of <u>Shareholders' meeting</u> within 2 days after receipt of the provisional proposals and announce the contents of the said provisional proposals, <u>and submit the provisional proposals to the Shareholders' meeting for consideration, except where the provisional proposals are in violation of laws, administrative regulations or the Articles of Association or does not fall into the terms of reference of the Shareholders' meeting.</u></p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of <u>Shareholders' meeting</u> or add any new proposal after the announcement of the said notice is issued.</p> <p>Proposals not set out in the notice of <u>Shareholders' meeting</u> or not complying with <u>Article 64</u> of the Articles of Association shall not be voted on or resolved at the <u>Shareholders' meeting</u>.</p>
<p>Article 82 When the Bank is to convene a Shareholders' annual general meeting, the conveners shall notify all shareholders the date and venue of the meeting and the matters to be considered at the meeting at least 20 working days prior to convening the meeting (excluding the date of the notice and the date of the meeting). In the case of an extraordinary Shareholders' general meeting, the convenor shall notify all shareholders at least 15 or 10 working days (whichever is longer and excluding the date of the notice and the date of the meeting).</p>	<p>Article 66 When the Bank is to convene <u>an</u> annual <u>Shareholders' meeting</u>, the conveners shall notify all shareholders the date and venue of the meeting and the matters to be considered at the meeting at least 20 working days prior to convening the meeting (excluding the date of the notice and the date of the meeting). In the case of an extraordinary <u>Shareholders' meeting</u>, the convenor shall notify all shareholders at least 15 or 10 working days (whichever is longer and excluding the date of the notice and the date of the meeting).</p>

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If laws, regulations and securities regulatory authorities in the place where the securities of the Bank are listed have special provisions, such provision shall apply.	If laws, regulations and securities regulatory authorities in the place where the securities of the Bank are listed have special provisions, such provision shall apply.
Article 83 Pursuant to the provisions stated in Article 82 in the Articles of Association, upon the issuance of notice convening the Shareholders' general meeting, the Bank may convene the Shareholders' general meeting .	Article 67 Pursuant to the provisions stated in Article 66 in the Articles of Association, upon the issuance of notice convening the Shareholders' meeting, the Bank may convene the Shareholders' meeting .
<p>Article 84 The notice of a Shareholders' general meeting shall meet the following requirements:</p> <p>(I) be made in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) state matters to be discussed at the meeting;</p> <p>(IV) provide all necessary information and explanation to enable shareholders to make wise decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or other reorganization of the Bank, are involved, the detailed terms and contracts (if any) of the proposed transaction and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</p> <p>(V) if any of the directors, supervisors, president and other senior management staff have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on a director, supervisor, president and other senior</p>	<p>Article 68 The notice of a Shareholders' meeting shall meet the following requirements:</p> <p>(I) <u>specify the time, venue and duration of the meeting;</u></p> <p>(II) <u>state matters and proposals to be submitted for consideration at the meeting;</u></p> <p>(III) state clearly that <u>all holders of ordinary shares are entitled to attend the Shareholders' meeting and may appoint proxy(ies) in writing to attend and vote on their behalf</u> and such proxies need not be a shareholder;</p> <p>(IV) specify the shareholding registration date of the shareholders who are entitled to attend the Shareholders' meeting;</p> <p>(V) specify the name and phone number of the contact person of the meeting;</p> <p>(VI) <u>time of voting and procedures of voting;</u></p> <p>(VII) other requirements stipulated by relevant laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Articles of Association.</p>

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<p>management staff acting as shareholders from that on other shareholders of that same class, they shall explain this difference;</p> <p>(VI) set forth the full text of any special resolution proposed to be adopted at the meeting;</p> <p>(VII) state clearly that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxies need not be a shareholder;</p> <p>(VIII) specify the shareholding registration date of the shareholders who are entitled to attend the Shareholders' general meeting;</p> <p>(IX) specify the time and address for serving the power of attorney for voting at the meeting;</p> <p>(X) specify the name and phone number of the contact person of the meeting;</p> <p>(XI) other requirements stipulated by relevant 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 85 If the election of directors or supervisors is proposed to be discussed at a Shareholders' general meeting, the notice of meeting shall adequately disclose the detailed information of the director or supervisor candidates according to relevant laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Articles of Association, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experiences, and concurrent positions;</p>	<p>Article 69 If the election of directors is proposed to be discussed at a <u>Shareholders' meeting</u>, the notice of <u>Shareholders' meeting</u> shall adequately disclose the detailed information of the director candidates according to relevant laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Articles of Association, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experiences, and concurrent positions;</p>

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<p>(II) whether one has any related party relationship with the Bank or its controlling shareholders and de facto controllers;</p> <p>(III) disclosure of the number of shares of the Bank one holds;</p> <p>(IV) whether one has been punished by the banking regulatory institutions, securities regulatory authorities and any other relevant authorities or the reprimand of the stock exchange;</p> <p>(V) information about the newly appointed or transferred directors or supervisors that needs to be disclosed according to the rules governing securities of the place where shares of the Bank are listed.</p>	<p>(II) whether one has any related party relationship with the Bank or its controlling shareholders and de facto controllers;</p> <p>(III) disclosure of the number of shares of the Bank one holds;</p> <p>(IV) whether one has been punished by the <u>national financial</u> regulatory institutions, securities regulatory authorities and any other relevant authorities or the reprimand of the stock exchange;</p> <p>(V) information about the newly appointed or transferred directors that needs to be disclosed according to the rules governing securities of the place where shares of the Bank are listed.</p> <p><u>Unless a director is elected via the cumulative voting system, each candidate for a director shall be proposed via a single proposal.</u></p>
<p>Article 86 The notice of Shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders (regardless of whether they have voting rights at the Shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of Shareholders' general meeting may be in the form of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. All holders of domestic shares shall be deemed as having been notified of the forthcoming Shareholders' general meeting once the announcement is published.</p> <p>Subject to the laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the</p>	<p>/</p>

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Articles of Association, the Bank may also send the aforesaid notices of Shareholders' general meeting to the holders of H Shares through the websites of the Bank and the Hong Kong Stock Exchange in lieu of by hand or prepaid mail.	
Article 87 The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions adopted thereat.	/
Article 88 After issuing a notice of Shareholders' general meeting , the Shareholders' general meeting shall not be delayed or cancelled and proposals listed in the notice shall not be called off without justified reasons. Once delay or cancellation occurs, the convener shall make announcement and explanation at least 2 workdays before the original convening date.	Article 70 After issuing a notice of <u>Shareholders' meeting</u> , the <u>Shareholders' meeting</u> shall not be delayed or cancelled and proposals listed in the notice shall not be called off without justified reasons. Once delay or cancellation occurs, the convener shall make announcement and explanation at least 2 workdays before the original convening date.
Section 5 Holding of Shareholders' General Meetings	Section 5 Holding of <u>Shareholders' Meetings</u>
Article 89 The Board or any other convener shall take necessary measures to ensure the proper order of the Shareholders' general meeting . The Board or any other convener shall take measures to stop any act disturbing the Shareholders' general meeting , seeking trouble or infringing upon the legitimate rights and interests of shareholders, and shall responsively report such act to relevant authorities for investigation and treatment.	Article 71 The Board or any other convener shall take necessary measures to ensure the proper order of the <u>Shareholders' meeting</u> . The Board or any other convener shall take measures to stop any act disturbing the <u>Shareholders' meeting</u> , seeking trouble or infringing upon the legitimate rights and interests of shareholders, and shall responsively report such act to relevant authorities for investigation and treatment.
<p>Article 90 All shareholders of the Bank in the register of shareholders or proxies thereof shall be entitled to attend Shareholders' general meetings and exercise their voting rights pursuant to relevant laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Articles of Association.</p> <p>A shareholder may either attend the Shareholders' general meetings in person or</p>	<p>Article 72 All shareholders of the Bank in the register of shareholders or proxies thereof shall be entitled to attend <u>Shareholders' meetings</u> and exercise their voting rights pursuant to relevant laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Articles of Association.</p>

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<p>appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on his/her behalf. A proxy may exercise the following rights pursuant to the authorization by that shareholder:</p> <p>(I) shareholder's right to speak at the Shareholders' general meeting;</p> <p>(II) the right to individually or jointly request to vote by ballot;</p> <p>(III) the right to vote by show of hands or ballot, but when more than one proxy has been appointed, the proxies only have the right to vote by ballot.</p>	
<p>Article 92 The power of attorney issued by a shareholder to appoint a proxy to attend a Shareholders' general meeting shall specify:</p> <p>(I) the name of the proxy;</p> <p>(II) whether or not the proxy has any voting right;</p> <p>(III) directive to vote for or against or abstain from voting on each and every issue included in the agenda of the Shareholders' general meeting;</p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) signature (or seal) of the principal or signature of his/her attorney duly authorized in writing. If the principal is a corporate shareholder, the corporate seal shall be affixed;</p> <p>(VI) the number of shares held by the principal represented by the proxy.</p>	<p>Article 74 The power of attorney issued by a shareholder to appoint a proxy to attend a <u>Shareholders' meeting</u> shall specify:</p> <p><u>(I) the name of the principal, and the class and number of shares held in the Bank;</u></p> <p>(II) the name of the proxy;</p> <p>(III) <u>the specific directives of the shareholders, including</u> directive to vote for or against or abstain from voting on each and every issue included in the agenda of the <u>Shareholders' meeting</u>;</p> <p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed;</p>
<p>Article 93 The power of attorney for voting shall be placed at the domicile of the Bank or at other place designated in the notice of meeting;</p>	<p>Article 75 Where a power of attorney <u>authorizing proxies for voting</u> is signed by a person authorized by the principal, the power of</p>

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<p>and at least 24 hours prior to either the convening of relevant meeting at which the resolutions are to be voted on or the designated voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be placed at the domicile of the Bank or any other place designated in the notice of meeting.</p> <p>Where the principal is a legal person, his/her legal representative or a person authorized by the Board or other decision-making bodies shall attend the Shareholders' general meeting of the Bank. In the event that a corporate shareholder appoints his/her representative to attend a meeting, the Bank shall have the right to request the representative to present his/her identity card and the counterpart of the notarized resolution or power of attorney for the appointment of the representative issued by the Board or other authorities of the corporate shareholder (except for recognized clearing houses or agents thereof).</p> <p>If the shareholder is a recognized clearing house or agent thereof as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), the said shareholder may authorize one or more persons as he/she deems appropriate to act on his/her behalf at any Shareholders' general meeting or class meeting; however, where two or more persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by personnel authorized by the recognized clearing house. The persons thus authorized may attend meetings and exercise rights on behalf of the recognized clearing house or agent thereof</p>	<p>attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents together with the power of attorney for voting are placed at the domicile of the Bank or any other place designated in the notice of meeting.</p> <p>Article 76 In the event that a corporate shareholder appoints his/her representative to attend a meeting, the Bank shall have the right to request the representative to present his/her identity card and the counterpart of the notarized resolution or power of attorney for the appointment of the representative issued by the Board or other authorities of the corporate shareholder (except for recognized clearing houses or agents thereof).</p> <p>If the shareholder is a recognized clearing house or agent thereof as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), the said shareholder may authorize one or more persons as he/she deems appropriate to act on his/her behalf at any Shareholders' meeting or class meeting; however, where two or more persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by personnel authorized by the recognized clearing house. The persons thus authorized may attend meetings and exercise rights on behalf of the recognized clearing house or agent thereof (without presenting shareholding certificate, notarized power of attorney and/or further evidence to prove that they have been duly authorized) as if the said persons were the individual shareholders of the Bank.</p>

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(without presenting shareholding certificate, notarized power of attorney and/or further evidence to prove that they have been duly authorized) as if the said persons were the individual shareholders of the Bank.	
Article 94 Any format issued to a shareholder by the Board of the Bank for appointing a proxy shall provide the shareholder with the flexibility to instruct the proxy to vote for or against or abstain from voting, and give directives on each of the issues for discussion to be decided at the meeting. The power of attorney shall specify that in default of directives, the proxy may vote as he/she thinks fit.	/
Article 95 If the principal has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization to sign the appointment or has transferred relevant shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the power of attorney shall remain valid.	/
Article 98 All directors, supervisors and secretary of the Board shall attend Shareholders' general meetings of the Bank, and the president and other senior management staff shall be present at the meetings.	Article 79 <u>When convening a Shareholders' meeting which requires attendance of directors, the president and other senior management staff, the directors and the president and other senior management staff shall be present at the meetings and answer shareholders' enquiries.</u>
Article 99 A Shareholders' general meeting shall be convened by the Board and presided over by the chairman of the Board. In the event that the chairman is incapable of performing or is not performing his/her duties, the meeting shall be presided over by the vice chairman (by the vice chairman elected by more than half of the directors if there are two vice chairmen). In the event that the vice chairman is incapable of performing or is not performing his/her duties,	Article 80 A <u>Shareholders' meeting</u> shall be convened by the Board and presided over by the chairman of the Board. In the event that the chairman is incapable of performing or is not performing his/her duties, the meeting shall be presided over by the vice chairman (by the vice chairman elected by a majority of the directors if there are two vice chairmen). In the event that the vice chairman is incapable of performing or is not performing his/her duties,

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<p>a director nominated by more than half of the directors shall preside over the meeting. If no presider is appointed, a person may be elected at the Shareholders' general meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof other than HKSCC Nominees Limited) holding the most voting shares thereat shall preside over the meeting.</p>	<p>a director nominated by <u>a majority</u> of the directors shall preside over the meeting. If no presider is appointed, a person may be elected at the <u>Shareholders' meeting</u> to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof other than HKSCC Nominees Limited) holding the most voting shares thereat shall preside over the meeting.</p>
<p>A Shareholders' general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is unable or fails to perform his/her duties, more than half of the supervisors shall jointly elect a supervisor to perform relevant duties.</p>	<p><u>A Shareholders' meeting convened by the Audit Committee under the Board itself shall be presided over by the convenor of the Audit Committee. Where the convenor of the Audit Committee is unable or fails to perform his/her duties, a majority of member of the Audit Committee shall jointly elect a member of the Audit Committee to perform relevant duties.</u></p>
<p>A Shareholder's general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convenor.</p>	<p>A <u>Shareholder's meeting</u> convened by the shareholders themselves shall be presided over by <u>the convenor or by a representative it elected.</u></p>
<p>When a Shareholders' general meeting is held and the presider violates relevant rules of procedure which makes it difficult for the Shareholders' general meeting to continue, a person may be elected at the Shareholders' general meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.</p>	<p>When a <u>Shareholders' meeting</u> is held and the presider violates relevant rules of procedure which makes it difficult for the <u>Shareholders' meeting</u> to continue, a person may be elected at the <u>Shareholders' meeting</u> to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.</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</p>	<p>Article 81 The Bank shall formulate the rules of procedure for the <u>Shareholders' meeting</u>, and specify the <u>holding</u>, convening and voting procedures of <u>Shareholders' meeting</u>, 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</p>

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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 formulated by the Board of Directors and implemented upon examination and approval by the Shareholder's general meetings .	the minutes, and the principle and contents of authorization of the Board on <u>Shareholders' meetings</u> . The rules of procedure for <u>Shareholders' meetings</u> shall be formulated by the Board of Directors and implemented upon examination and approval by the <u>Shareholders' meetings</u> .
Article 101 The Board of Directors and the Board of Supervisors shall report their work in the previous year at the annual general meeting . Every independent director shall also make his/her work reports.	Article 82 The Board of Directors shall report their work in the previous year at the annual <u>Shareholders' meeting</u> . Every independent director shall also make his/her work reports.
Article 102 Except that the trade secrets of the Bank are involved and cannot be disclosed at the Shareholders' general meeting , the directors, supervisors and senior management staff shall respond and give explanation to inquiries and recommendations from shareholders at the Shareholders' general meeting .	Article 83 Except that the trade secrets of the Bank are involved and cannot be disclosed at the <u>Shareholders' meeting</u> , the directors and senior management staff shall respond and give explanation to inquiries and recommendations from shareholders at the <u>Shareholders' meeting</u> .
<p>Article 104 Minutes shall be recorded for the Shareholders' general meeting, and the secretary of the Board shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(I) the date, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the names of the presider, and the directors, supervisors, president and other senior management staff attending or present at the meeting;</p> <p>(III) the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Bank;</p> <p>(IV) the consideration process of each proposal, main points of the speeches and the voting results;</p>	<p>Article 85 Minutes shall be recorded for the <u>Shareholders' meeting</u>, and the secretary of the Board shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(I) the date, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the names of the presider, and the directors, president and other senior management staff attending or present at the meeting;</p> <p>(III) the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Bank;</p> <p>(IV) the consideration process of each proposal, main points of the speeches and the voting results;</p>

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<p>(V) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;</p> <p>(VI) the name of the lawyer, counting officer and monitoring officer; and</p> <p>(VII) other contents that shall be recorded in the minutes in accordance with laws, administrative regulations and the Articles of Association.</p>	<p>(V) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;</p> <p>(VI) the name of the lawyer, counting officer and monitoring officer; and</p> <p>(VII) other contents that shall be recorded in the minutes in accordance with laws, administrative regulations and the Articles of Association.</p>
<p>Article 105 The convener shall ensure the minutes are true, accurate and complete. The directorsand 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 perpetual term 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 86 The convener shall ensure the minutes are true, accurate and complete. The directors 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 perpetual term 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 106 The convener shall ensure that a Shareholders' general meeting is held continuously until final resolutions are arrived at. If the Shareholders' general meeting is adjourned or no resolution can be made for special reasons such as force majeure, immediate actions shall be taken to resume the Shareholders' general meeting as soon as possible or directly terminate the Shareholders' general meeting, and a responsive announcement shall be made according to laws, administrative regulations and rules governing securities of the place where shares of the Bank are listed.</p>	<p>Article 87 The convener shall ensure that a <u>Shareholders' meeting</u> is held continuously until final resolutions are arrived at. If the <u>Shareholders' meeting</u> is adjourned or no resolution can be made for special reasons such as force majeure, immediate actions shall be taken to resume the <u>Shareholders' meeting</u> as soon as possible or directly terminate the <u>Shareholders' meeting</u>, and a responsive announcement shall be made according to laws, administrative regulations and rules governing securities of the place where shares of the Bank are listed.</p>
<p>Section 6 Voting and Resolutions of the Shareholders' General Meeting</p>	<p>Section 6 Voting and Resolutions of the <u>Shareholders' Meeting</u></p>
<p>Article 107 A shareholder (including his/her proxy) who vote at a Shareholders' general meeting shall exercise his/her voting rights</p>	<p>Article 88 A shareholder (including his/her proxy) who vote at a <u>Shareholders' meeting</u> shall exercise his/her voting rights based on the</p>

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<p>based on the number of shares with voting rights held. Each share shall have one vote. However, the shares held by the Bank have no voting rights, and that part of shares is not counted in the total number of shares with voting rights that is held by shareholders attending the meeting.</p> <p>If any laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed, Hong Kong Listing Rules and the Articles of Association require that a shareholder shall abstain from voting on a certain proposal or limit a shareholder to cast affirmative or negative votes on a certain proposal, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p>	<p>number of shares with voting rights held. Each share shall have one vote. However, the shares held by the Bank have no voting rights, and that part of shares is not counted in the total number of shares with voting rights that is held by shareholders attending the <u>Shareholders' meeting</u>.</p> <p>If any laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed, Hong Kong Listing Rules and the Articles of Association require that a shareholder shall abstain from voting on a certain proposal or limit a shareholder to cast affirmative or negative votes on a certain proposal, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p>
<p>Article 108 The resolutions of a Shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>If an ordinary resolution is made at a Shareholders' general meeting, the resolution shall be approved by no less than half of the voting rights held by the shareholders (including their proxies) attending the meeting.</p> <p>If a special resolution is made at a Shareholders' general meeting, the resolution shall be approved by no less than two thirds of the voting rights held by the shareholders (including their proxies) attending the meeting.</p>	<p>Article 89 The resolutions of a <u>Shareholders' meeting</u> shall either be classified as ordinary resolutions or special resolutions.</p> <p>If an ordinary resolution is made at a <u>Shareholders' meeting</u>, the resolution shall be approved by <u>a majority</u> of the voting rights held by the shareholders (including their proxies) attending the <u>Shareholders' meeting</u>.</p> <p>If a special resolution is made at a <u>Shareholders' meeting</u>, the resolution shall be approved by no less than two thirds of the voting rights held by the shareholders (including their proxies) attending the <u>Shareholders' meeting</u>.</p>
<p>Article 109 The following issues shall be approved by ordinary resolutions at a Shareholders' general meeting:</p> <p>(I) work reports of the Board of Directors and the Board of Supervisors;</p>	<p>Article 90 The following issues shall be approved by ordinary resolutions at a <u>Shareholders' meeting</u>:</p> <p>(I) work reports of the Board of Directors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p>

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<p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment, dismissal (except for the dismissal of independent directors), remuneration and payment methods of the members of the Board of Directors and members of the Board of Supervisors;</p> <p>(IV) the annual budgets and final accounting reports, balance sheets, statements of profits, and other financial statements of the Bank;</p> <p>(V) appointment, dismissal or non-reappointment of the accounting firm that provides regular statutory audit on financial reports of the Bank;</p> <p>(VI) matters other than those required by the laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed or the Articles of Association to be approved by special resolutions.</p>	<p>(III) appointment, dismissal (except for the dismissal of independent directors), remuneration and payment methods of the members of the Board of Directors;</p> <p>(IV) appointment, dismissal or non-reappointment of the accounting firm that provides regular statutory audit on financial reports of the Bank;</p> <p>(V) matters other than those required by the laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed or the Articles of Association to be approved by special resolutions.</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 corporate 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) dismissal of independent directors;</p>	<p>Article 91 The following issues shall be approved by special resolutions at a <u>Shareholders' meeting:</u></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 corporate 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) dismissal of independent directors;</p>

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<p>(VI) 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>(VII) consideration and approval of plans on equity incentive schemes; and</p> <p>(VIII) any other matters required by laws and regulations, regulatory provisions or the Articles of Association and 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>(VI) 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>(VII) consideration and approval of plans on equity incentive schemes; and</p> <p>(VIII) any other matters required by laws and regulations, regulatory provisions or the Articles of Association and confirmed by the <u>Shareholders' meeting</u> 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 111 Voting at a Shareholders' general meeting shall be taken by way of open ballot, save for resolutions on procedures for Shareholders' general meeting or administrative matters which can be resolved on by the presider of the meeting based on the principle of honesty and voted on by a show of hands.</p>	<p>Article 92 Voting at a <u>Shareholders' meeting</u> shall be taken by way of open ballot, save for resolutions on procedures for <u>Shareholders' meeting</u> or administrative matters which can be resolved on by the presider of the meeting based on the principle of honesty and voted on by a show of hands.</p>
<p>Article 112 When a related party (connected) transaction is considered at a Shareholders' general meeting, the connected shareholders and their associates (as defined in the Hong Kong Listing Rules) shall not vote, and the voting shares represented by them shall not be counted in the total number of valid votes. The announcement of any resolution made at the Shareholders' general meeting shall adequately disclose information relating to voting by non-connected shareholders.</p> <p>Connected shareholders may choose proactive avoidance or be subject to any request for avoidance made by any other shareholder or shareholder representative attending the Shareholders' general meeting.</p>	<p>Article 93 When a related party (connected) transaction is considered at a <u>Shareholders' meeting</u>, the connected shareholders and their associates (as defined in the Hong Kong Listing Rules) shall not vote, and the voting shares represented by them shall not be counted in the total number of valid votes. The announcement of any resolution made at the <u>Shareholders' meeting</u> shall adequately disclose information relating to voting by non-connected shareholders.</p> <p>Connected shareholders may choose proactive avoidance or be subject to any request for avoidance made by any other shareholder or shareholder representative attending the <u>Shareholders' meeting</u>.</p>
<p>Article 113 Unless the Bank is in a crisis or any special circumstance, the Bank may not enter into any contract with anyone other than a</p>	<p>Article 94 Unless the Bank is in a crisis or any special circumstance, the Bank may not enter into any contract with anyone other than a</p>

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<p>director, supervisor, president and other senior management staff to have all or significant part of the Bank's business in the care of such person, unless otherwise approved by the shareholders at a Shareholders' general meeting with a special resolution.</p>	<p>director, president and other senior management staff to have all or significant part of the Bank's business in the care of such person, unless otherwise approved by the shareholders at <u>a Shareholders' meeting</u> with a special resolution.</p>
<p>Article 114 List of director or supervisor candidates is submitted by way of proposal for consideration at Shareholders' general meetings. The director or supervisor candidates shall be voted on separately at the Shareholders' general meeting.</p> <p>(I) A list of non-independent director candidates may be proposed by the Nomination, Remuneration and HR Committee of the Board or shareholders individually or jointly holding more than 3% of the Bank's voting shares according to the number of directors to be elected to the extent of the number of members of the Board specified in the Articles of Association; a list of non-employee supervisor candidates may be proposed by the Nomination Committee of the Board of Supervisors or shareholders individually or jointly holding more than 3% of the Bank's voting shares according to the number of supervisors to be elected to the extent of the number of members of the Board of Supervisors specified in the Articles of Association.</p> <p>(II) The Nomination, Remuneration and HR Committee of the Board shall make preliminary examination on the qualifications and conditions of the director candidates (including director candidates proposed by shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Bank), and submit the qualified candidates to the Board for consideration. Upon consideration and approval by the Board, the director candidates shall be submitted as a written proposal to the general meeting. The</p>	<p>Article 95 List of director candidates is submitted by way of proposal for consideration at <u>Shareholders' meetings</u>. <u>A cumulative voting system may be adopted for the election of directors at the Shareholders' meeting pursuant to the provisions of the Articles of Association or a resolution of the Shareholders' meeting.</u></p> <p>The director candidates shall be voted on separately at the <u>Shareholders' meeting</u>.</p> <p>(I) A list of non-independent director candidates may be proposed by the Nomination, Remuneration and HR Committee of the Board or shareholders individually or jointly holding more than 3% of the Bank's voting shares according to the number of directors to be elected to the extent of the number of members of the Board specified in the Articles of Association.</p> <p>(II) The Nomination, Remuneration and HR Committee of the Board shall make preliminary examination on the qualifications and conditions of the director candidates (including director candidates proposed by shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Bank), and submit the qualified candidates to the Board for consideration. Upon consideration and approval by the Board, the director candidates shall be submitted as a written proposal to the <u>Shareholders' meeting</u>.</p> <p>(III) <u>Generally</u>, the number of director candidates nominated by a shareholder and his/her related party shall not exceed one third</p>

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<p>Remuneration Committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the supervisor candidates (including supervisor candidates proposed by shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Bank) except employee representative supervisors, and submit the qualified candidates to the Board of Supervisors for consideration. Upon consideration and approval by the Board of Supervisors, the supervisor candidates shall be submitted as a written proposal to the general meeting.</p> <p>(III) A shareholder or his/her related party shall not nominate director and supervisor candidates at the same time; where a director (supervisor) candidate nominated by a shareholder or his/her related party is approved to sit on the Board or the Board of Supervisors, the shareholder shall not nominate any director (supervisor) candidate until the term of office of the director (supervisor) expires or the director (supervisor) is replaced; and, generally, the number of director or supervisor candidates nominated by a shareholder and his/her related party shall not exceed one third of the number of members of the Board or the Board of Supervisors, except as otherwise prescribed by the state.</p> <p>(IV) The director and supervisor candidates shall prior to the general meeting provide written undertakings that they accept the nominations, that the information announced about them is true and complete, and that they will diligently fulfill the duties and obligations as directors or supervisors if elected.</p> <p>(V) Independent directors and external supervisors shall be elected and appointed as per the procedures specified in Section 2 of</p>	<p>of the number of members of the Board, except as otherwise prescribed by the state.</p> <p>(IV) The director candidates shall prior to the <u>Shareholders' meeting</u> provide written undertakings that they accept the nominations, that the information announced about them is true and complete, and that they will diligently fulfill the duties and obligations as directors if elected.</p> <p>(V) Independent directors shall be elected and appointed as per the procedures specified in <u>Section 2 of</u> Chapter 8 of the Articles of Association.</p> <p>(VI) <u>Employee directors</u> in <u>the Board</u> shall be elected by the employee representatives' meetings <u>or by other forms of democratic elections.</u></p> <p>(VII) The Board shall announce detailed information relating to the director candidates in accordance with laws, regulations and the Articles of Association prior to the <u>Shareholders' meeting</u> to ensure that the shareholders are adequately informed of the candidates at the time of voting.</p> <p>(VIII) In the event of temporary increase of directors, the Nomination, Remuneration and HR Committee of the Board, or shareholders qualified for nomination shall nominate the candidates and propose them to the Board for consideration, and to the <u>Shareholders' meeting</u> for election or replacement.</p> <p>The Nomination, Remuneration, and HR Committee of the Board shall avoid being influenced by shareholders and exercise the right to nominate directors independently and prudently.</p>

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<p>Chapter 8 and Section 2 of Chapter 10 of the Articles of Association.</p> <p>(VI) Employee supervisors in the Board of Supervisors shall be elected by the employee representatives' meetings.</p> <p>(VII) The Board or the Board of Supervisors shall announce detailed information relating to the director or supervisor candidates in accordance with laws, regulations and the Articles of Association prior to the general meeting to ensure that the shareholders are adequately informed of the candidates at the time of voting.</p> <p>(VIII) In the event of temporary increase of directors or supervisors, the Nomination, Remuneration and HR Committee of the Board, the Nomination Committee of the Board of Supervisors or shareholders qualified for nomination shall nominate the candidates and propose them to the Board or Board of Supervisors for consideration, and to the general meeting for election or replacement.</p> <p>The Nomination, Remuneration, and HR Committee of the Board shall avoid being influenced by shareholders and exercise the right to nominate directors independently and prudently.</p>	
<p>Article 115 The general meeting shall vote on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.</p>	<p>Article 96 <u>Save as accumulative voting, the Shareholders' meeting</u> shall vote on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on in the order of time at which they are submitted. Unless the <u>Shareholders' meeting</u> is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the <u>Shareholders' meeting</u>.</p>

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<p>Article 116 No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal which shall not be voted on at this general meeting.</p>	<p>Article 97 No amendment shall be made to a proposal when it is considered at a <u>Shareholders' meeting</u>, otherwise, the relevant amendment shall be deemed as a new proposal which shall not be voted on at this <u>Shareholders' meeting</u>.</p>
<p>Article 118 A voting by poll that is demanded for matters concerning the election of chairman or termination of the meeting shall be conducted immediately; for other matters, the chairman of the meeting shall decide when to conduct voting by poll and the meeting can continue to discuss other matters. The voting results shall still be deemed as a resolution adopted at such meeting.</p>	<p>/</p>
<p>Article 119 Before proposals are voted on at the general meeting, two shareholders' representatives and one supervisor shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of votes.</p> <p>When proposals are voted on at the general meeting, the lawyer, shareholders' representative, supervisors' representatives and other relevant persons designated according to the Hong Kong Listing Rules, shall, according to the relevant provisions of the Hong Kong Listing Rules, be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p>	<p>Article 99 Before proposals are voted on at the <u>Shareholders' meeting</u>, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of votes.</p> <p>When proposals are voted on at the <u>Shareholders' meeting</u>, the lawyer, shareholders' representative, and other relevant persons designated according to the Hong Kong Listing Rules, shall, according to the relevant provisions of the Hong Kong Listing Rules, be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p>
<p>Article 120 A shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: pro, con or abstention.</p> <p>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the</p>	<p>Article 100 A shareholder attending a <u>Shareholders' meeting</u> shall express one of the following opinions on any proposal to be voted on: pro, con or abstention.</p> <p>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the</p>

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<p>shares held by such voters shall be counted as “abstentions”.</p> <p>In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all their votes in the same way of pros or cons or abstention.</p>	<p>shares held by such voters shall be counted as “abstentions”.</p> <p>In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all their votes in the same way of pros or cons or abstention.</p>
<p>Article 121 The presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.</p> <p>Before the voting result is announced, the relevant parties including the Bank, counting officer, monitoring officer, substantial shareholders and network service provider involved at the venue or otherwise shall have the confidentiality obligation.</p>	<p>Article 101 The presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.</p> <p>Before the voting result is announced, the relevant parties including the Bank, counting officer, monitoring officer, substantial shareholders and network service provider involved at the venue or otherwise shall have the confidentiality obligation.</p>
<p>Article 122 If the presider has any doubts as to the voting result of any resolution, he/she may have the votes recounted. If the presider does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the result announced by the presider, they may request a vote recount immediately after the announcement of the voting result, and the presider shall have the votes recounted immediately.</p> <p>If votes are counted at a general meeting, the counting result shall be recorded in the meeting minutes.</p>	<p>Article 102 If the presider has any doubts as to the voting result of any resolution, he/she may have the votes recounted. If the presider does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the result announced by the presider, they may request a vote recount immediately after the announcement of the voting result, and the presider shall have the votes recounted immediately.</p> <p>If votes are counted at a <u>Shareholders’ meeting</u>, the counting result shall be recorded in the meeting minutes.</p>
<p>Article 123 Resolutions of the general meeting shall be announced in due time according to laws, regulations and the rules governing securities of the place where shares of the Bank are listed. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of</p>	<p>Article 103 Resolutions of <u>the Shareholders’ meeting</u> shall be announced in due time according to laws, regulations and the rules governing securities of the place where shares of the Bank are listed. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of</p>

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these shares to the total number of the voting shares of the Bank, the voting method, the voting result for every proposal and the details of each of the resolutions passed.	these shares to the total number of the voting shares of the Bank, the voting method, the voting result for every proposal and the details of each of the resolutions passed.
Article 124 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting , special mention shall be made in the announcement of the resolutions of the general meeting .	Article 104 Where a proposal has not been passed or the resolutions of the preceding <u>Shareholders' meeting</u> have been changed at the current <u>Shareholders' meeting</u> , special mention shall be made in the announcement of the resolutions of the <u>Shareholders' meeting</u> .
Article 125 Where a proposal on election of directors or supervisors is passed at the general meeting , the directors elected or supervisors elected shall take office on the date of adoption of such proposal at the general meeting , or on the date when the regulatory authorities give approval if they need to seek such approval for their qualifications.	Article 105 Where a proposal on election of directors is passed at the <u>Shareholders' meeting</u> , the directors elected shall take office on the date of adoption of such proposal at the <u>Shareholders' meeting</u> , or on the date when the regulatory authorities give approval if they need to seek such approval for their qualifications.
/	Article 106 <u>If the Shareholders' meeting approves the proposal on cash distribution, bonus issue or conversion of capital reserve into share capital, the Bank will implement the specific proposal within two months after the conclusion of the Shareholders' meeting.</u>
Article 126 to Article 133	/
Article 135 Directors shall have professional knowledge and work experience necessary for duty performance and meet the requirements of the banking regulatory authorities. Directors' qualifications shall be subject to approval by the banking regulatory authorities.	Article 108 Directors shall have professional knowledge and work experience necessary for duty performance and meet the requirements of the <u>national financial regulatory</u> authorities. Directors' qualifications shall be subject to approval by the <u>national financial regulatory</u> authorities.
Article 136 Directors shall be elected or replaced at general meetings and shall each serve a term of three years. The term of a director is renewable by re-election after its expiry. Directors, before their term of office expires, shall not be dismissed by the general meeting without any reason.	Article 109 <u>Non-employee representative</u> directors shall be elected or replaced at <u>Shareholders' meetings and their duties may be removed by the Shareholders' meetings before expiration of their term.</u> <u>Directors shall</u> each serve a term of three years. The term of a director is renewable by re-election after its expiry.

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<p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the general meeting for the election of such director, but at least seven days before such general meeting.</p> <p>A general meeting may dismiss a director within his/her term of office by an ordinary resolution provided that the relevant laws and administrative regulations are observed (however, the claim of such director for compensation under any contract shall not be affected).</p>	<p>A <u>Shareholders' meeting</u> may remove a director within his/her term of office by an ordinary resolution provided that the relevant laws and administrative regulations are observed (however, the claim of such director for compensation under any contract shall not be affected), <u>with effect from the date on removal by resolution. Directors who are removed without justifiable reasons before expiration of their term may demand compensation from the Bank.</u></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. 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. 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 110 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. 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' meeting to elect 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 138 The Bank shall sign a contract with the directors to specify such contents as rights and obligations between the Bank and the directors, term of office of directors, remuneration of directors, directors' liabilities</p>	<p>Article 111 <u>Directors may be concurrently held by senior management staff, provided that the total number of directors who concurrently serve as senior management staff and those who are employee</u></p>

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<p>for violation of laws, administrative regulations and the Articles of Association and the Bank's compensation for premature cancellation of contract for any reason.</p>	<p><u>representatives shall not exceed half of the total number of directors of the Bank.</u> The Bank shall sign a contract with the directors to specify such contents as rights and obligations between the Bank and the directors, term of office of directors, remuneration of directors, directors' liabilities for violation of laws, administrative regulations and the Articles of Association and the Bank's compensation for premature cancellation of contract for any reason.</p>
<p>Article 139 Directors shall observe the laws, administrative regulations and the Articles of Association, and fulfill the following obligations of honesty to the Bank:</p> <p>(I) not to embezzle monies of the Bank;</p> <p>(II) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Bank's assets;</p> <p>(III) not to lend monies of the Bank to other persons or provide guarantee for other persons with the assets of the Bank counter to the Articles of Association or without the consent of the general meeting or the Board;</p> <p>(IV) not to conclude any contract or conduct any transaction with the Bank counter to the Articles of Association or without the consent of the general meeting;</p> <p>(V) without the consent of the general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Bank, or conduct for themselves or others any businesses similar to those of the Bank;</p> <p>(VI) not to take as their own any commission for any transaction between the Bank and others;</p>	<p>Article 112 Directors shall observe the laws, administrative regulations and the Articles of Association, and fulfill the following obligations of honesty to the Bank, <u>take measures to avoid conflicts of interest between personal interests and those of the Bank, and not abuse their authority to seek improper gains:</u></p> <p>(I) not to embezzle <u>properties of the Bank or misappropriate</u> monies of the Bank;</p> <p>(II) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Bank's <u>funds</u>;</p> <p>(III) not to lend monies of the Bank to other persons or provide guarantee for other persons with the assets of the Bank counter to the Articles of Association or without the consent of the <u>Shareholders' meeting</u> or the Board;</p> <p>(IV) <u>not to enter into</u> any contract or conduct any transaction with the Bank <u>directly or indirectly without reporting to the Board or Shareholders' meeting and approval by a resolution of the Board or the Shareholders' meeting as stipulated by</u> the Articles of Association;</p> <p>(V) not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Bank <u>without</u></p>

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<p>(VII) not to disclose any secret of the Bank without authorization;</p> <p>(VIII) not to abuse his/her official powers to accept bribes or other unlawful income, or expropriate the Bank's property;</p> <p>(IX) not to use their related party relationship to damage the interests of the Bank;</p> <p>(X) to fulfill other obligations of honesty 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>Earnings obtained by a director counter to the provisions herein shall belong to the Bank, and the said director shall be liable for compensation for any loss incurred to the Bank. Provisions herein shall also apply to senior management staff.</p>	<p><u>reporting to the Board or Shareholders' meeting and approval by a resolution of the Board or the Shareholders' meeting as stipulated by the Articles of Association;</u></p> <p><u>(VI) not to</u> conduct for themselves or others any businesses similar to those of the Bank <u>without reporting to the Board or Shareholders' meeting and approval by a resolution of the Board or the Shareholders' meeting as stipulated by the Articles of Association;</u></p> <p>(VII) not to take as their own any commission for any transaction between the Bank and others;</p> <p>(VIII) not to disclose any secret of the Bank without authorization;</p> <p>(IX) not to abuse his/her official powers to accept bribes or other unlawful income;</p> <p>(X) not to use their related party relationship to damage the interests of the Bank;</p> <p>(XI) to fulfill other obligations of honesty 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>Earnings obtained by a director counter to the provisions herein shall belong to the Bank, and the said director shall be liable for compensation for any loss incurred to the Bank.</p> <p><u>If close relatives of directors and senior management staff, enterprises directly or indirectly controlled by directors, senior management staff or their close relatives, and related persons who have other related relationships with directors and senior</u></p>

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	<u>management staff enter into contracts or transactions with the Bank, the provisions of paragraph 2 (IV) of this article shall apply.</u>
<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 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;</p> <p>(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;</p> <p>(IV) to take responsibility for the resolutions of the Board of Directors;</p> <p>(V) to supervise the implementation of the resolutions of the Shareholders' general meeting and the Board of Directors by the senior management;</p> <p>(VI) to take active participation in trainings organized by the Bank and regulatory agencies,</p>	<p>Article 113 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, <u>and shall exercise the reasonable care normally expected of a manager in the best interests of the Bank in the performance of their duties:</u></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 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;</p> <p>(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;</p> <p>(IV) to take responsibility for the resolutions of the Board of Directors;</p> <p>(V) to supervise the implementation of the resolutions of the <u>Shareholders' meeting</u> and the Board of Directors by the senior management;</p>

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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;	(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;
(VII) to be responsible to the Bank and all shareholders and treat all shareholders impartially when performing duties;	(VII) to be responsible to the Bank and all shareholders and treat all shareholders impartially when performing duties;
(VIII) to carefully read various business and financial reports of the Bank and keep informed of the operation and management conditions of the Bank;	(VIII) to carefully read various business and financial reports of the Bank and keep informed of the operation and management conditions of the Bank;
(IX) 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;	(IX) 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 <u>Shareholders' meeting</u> , not to transfer their discretion right to others;
(X) 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;	(X) 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;
(XI) 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;	(XI) <u>When the Audit Committee exercises supervision obligation</u> , to honestly provide the <u>Audit Committee</u> with relevant information, not to prevent the <u>Audit Committee or members of the Audit Committee</u> from exercising their functions and powers;
(XII) to accept the lawful supervision and rational suggestions of the Board of Supervisors on their performance of duties;	(XII) to accept the lawful supervision and rational suggestions of the <u>Audit Committee</u> on their performance of duties;
(XIII) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;	(XII) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;
(XIV) to undertake fiduciary duties with diligence in the Bank, perform their duties conscientiously and prudently, and ensure	

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<p>sufficient time and commitment to perform their duties;</p> <p>(XV) 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>(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;</p> <p>(XV) 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 141 A director shall devote sufficient time to performing their duties. A director shall attend at least two thirds of the Board on-site meetings in person every year. Where a director is unable to attend a meeting in person for any reason, he/she may appoint another director in writing to attend the meeting on his/her behalf. However, independent directors shall not entrust non-independent directors to attend the meeting on their behalf. In principle, a director may accept no more than two proxies from directors who did not attend the meeting in person. When considering related party transactions matters, non-related directors shall not entrust related directors to attend the meeting on their behalf.</p> <p>If any director fails to attend Board meetings in person or by proxy for two consecutive times or fails to attend in person at least two thirds of all the Board meetings in a year, the said director shall be deemed incapable of performing his/her duties, and the Board shall suggest the general meeting to remove the said director.</p>	<p>Article 114 A director shall devote sufficient time to performing their duties. A director shall attend at least two thirds of the Board on-site meetings in person every year. Where a director is unable to attend a meeting in person for any reason, he/she may appoint another director in writing to attend the meeting on his/her behalf. However, independent directors shall not entrust non-independent directors to attend the meeting on their behalf. In principle, a director may accept no more than two proxies from directors who did not attend the meeting in person. When considering related party transactions matters, non-related directors shall not entrust related directors to attend the meeting on their behalf.</p> <p>If any director fails to attend Board meetings in person or by proxy for two consecutive times or fails to attend in person at least two thirds of all the Board meetings in a year, the said director shall be deemed incapable of performing his/her duties, and the Board shall suggest the <u>Shareholder' meeting</u> to remove the said director.</p>
<p>Article 144 A director who resigns before his/her term of office expires shall tender a written resignation to the Board.</p> <p>When resignation of any director results in the membership of the Board of the Bank lower than the minimum number specified in the</p>	<p>Article 117 A director who resigns before his/her term of office expires shall tender a written resignation to the Board.</p> <p>When resignation of any director results in the membership of the Board of the Bank lower than the minimum number specified in the</p>

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<p>Company Law or two thirds of the number specified in the Articles of Association, the said director shall continue fulfilling the duties as a director until a new director takes office.</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>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.</p> <p>If the Bank is in the process of disposing of material risks, the directors of the Bank shall not resign without the approval of the regulatory authorities.</p>	<p>Company Law or two thirds of the number specified in the Articles of Association, the said director shall continue fulfilling the duties as a director until a new director takes office.</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>The powers of the Board of Directors shall be exercised by the <u>Shareholders' meeting</u> 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 <u>Shareholders' meeting</u> 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.</p> <p>If the Bank is in the process of disposing of material risks, the directors of the Bank shall not resign without the approval of the regulatory authorities.</p>
<p>Article 145 If resignation of a director takes effect or if his/her term of office expires, the said director shall go through all handover formalities with the Board. His/her honesty obligation to the Bank and shareholders thereof shall not terminate automatically before his/her resignation takes effect or within a reasonable period after his/her resignation takes effect and within a reasonable period after his/her term of office expires.</p>	<p>Article 118 <u>The Bank shall implement a director resignation management system, which defines safeguard measures to enforce accountability and seek restitution for unfulfilled public commitments and any unresolved obligations.</u> If resignation of a director takes effect or if his/her term of office expires, the said director shall go through all handover formalities with the Board. His/her honesty obligation to the Bank and shareholders thereof shall not terminate automatically after his/her term of office expires, <u>but remains valid within a reasonable period as stipulated by the Articles of Association. The responsibilities assumed by directors during their tenure due</u></p>

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	<u>to the performance of their duties shall not be exempted or terminated upon their departure.</u>
<p>Article 146 If a director violates the laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed or the Articles of Association in fulfilling his/her duties to the Bank, thereby incurring any loss of the Bank, the said director shall be liable for compensation.</p> <p>Any director who has left his/her office without authorization before his/her term of office expires and thereby caused the Bank to incur a loss shall be liable for compensation.</p>	<p>Article 119 <u>If a director causes damage to others in fulfilling his/her duties to the Bank, the Bank shall be liable for compensation; if a director acts with willful or material default, he/she shall also be liable for compensation.</u></p> <p>If a director violates the laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed or the Articles of Association in fulfilling his/her duties to the Bank, thereby incurring any loss of the Bank, the said director shall be liable for compensation.</p> <p>Any director who has left his/her office without authorization before his/her term of office expires and thereby caused the Bank to incur a loss shall be liable for compensation.</p>
<p>Article 148 Shareholder(s) individually or jointly holding more than one percent of the voting shares of the Bank, the Nomination, Remuneration and HR Committee of the Board, or the Board of Supervisors may propose independent director candidates to the general meeting for election. The shareholder that has nominated non-independent directors and his/her related parties shall not nominate independent directors.</p>	<p>Article 121 Shareholder(s) individually or jointly holding more than one percent of the voting shares of the Bank, the Nomination, Remuneration and HR Committee of the Board, may propose independent director candidates to the <u>Shareholders' meeting</u> for election. The shareholder that has nominated non-independent directors and his/her related parties shall not nominate independent directors.</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, which will be regarded as failure to perform his/her duties, the Bank shall</p>	<p>Article 128 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, which will be regarded as failure to perform his/her duties, the Bank shall</p>

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convene a Shareholders' general meeting within three months to remove him/her and elect new independent director.	convene a <u>Shareholders' meeting</u> within three months to remove him/her and elect new independent director.
<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 independent director shall continue to perform his/her duties until a new director takes office, and such resignation shall not become effective until the vacancy is filled up by a succeeding independent director, other than the resignation and dismissal caused by the loss of independence.</p>	<p>Article 129 An independent director may resign before the expiry of his/her term of office.</p> <p>In resigning his/her duties, an independent director shall tender a written resignation to the Board, <u>and shall</u> specify 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 independent director shall continue to perform his/her duties until a new director takes office, and such resignation shall not become effective until the vacancy is filled up by a succeeding independent director, other than the resignation and dismissal caused by the loss of independence.</p>
<p>Article 157 The Board of Supervisors shall propose to the Shareholders' general meeting to dismiss an independent director if he/she:</p> <p>(I) is disqualified as an independent director due to position changes and does not voluntarily submit resignation;</p> <p>(II) attends less than two thirds of the Board meetings in person in a year;</p>	<p>Article 130 The <u>Audit Committee</u> shall propose to the <u>Shareholders' meeting</u> to dismiss an independent director if he/she:</p> <p>(I) is disqualified as an independent director due to position changes and does not voluntarily submit resignation;</p> <p>(II) attends less than two thirds of the Board meetings in person in a year;</p>

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<p>(III) other circumstances where he/she is not suitable to continue to serve as an independent director as stipulated by laws and administrative regulations.</p> <p>A proposal made by the Board of Supervisors for dismissal of an independent director shall be approved by more than two thirds of all the supervisors by voting before it is submitted to the Shareholders' general meeting for consideration.</p> <p>Before the above proposal is submitted to the Shareholders' general meeting, the affected independent director may give a statement or an explanation to the Board or Board of Supervisors. Before the Board of Supervisors makes a proposal on the dismissal of an independent director, the affected independent director may give a statement or an explanation to the Board of Supervisors.</p>	<p>(III) other circumstances where he/she is not suitable to continue to serve as an independent director as stipulated by laws and administrative regulations.</p> <p>A proposal made by the <u>Audit Committee</u> for dismissal of an independent director shall be approved by more than two thirds of <u>all the members of the Audit Committee</u> by voting before it is submitted to the <u>Shareholders' meeting</u> for consideration.</p> <p>Before the above proposal is submitted to the <u>Shareholders' meeting</u>, the affected independent director may give a statement or an explanation to the <u>Audit Committee</u>. Before the <u>Audit Committee</u> makes a proposal on the dismissal of an independent director, the affected independent director may give a statement or an explanation to the <u>Audit Committee</u>.</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, regularity and the implementation of the internal approval procedure of important related party transactions of the Bank;</p> <p>(V) profit distribution plan;</p> <p>(VI) matters which independent directors deem likely to cause serious losses to material effects on the legitimate rights and interests of the</p>	<p>Article 133 Independent directors shall give <u>objective and fair</u> independent opinions on the matters <u>to be considered by Shareholders' meeting or the Board, in particular, they should express</u> independent opinions <u>to the Shareholders' meeting or the Board on the following matters:</u></p> <p><u>(I) material related party transactions;</u></p> <p><u>(II) nomination, appointment or removal of directors and engagement and dismissal of senior management staff;</u></p> <p>(III) remunerations of directors and senior management staff of the Bank;</p> <p>(IV) profit distribution plan;</p> <p>(V) appointment or dismissal of accounting firm that provides regular statutory audit on financial reports of the Bank;</p>

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<p>Bank, minority shareholders and financial consumers;</p> <p>(VII) appointment or dismissal of accounting firm that provides regular statutory audit on financial reports of the Bank;</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> <p>The independent directors of the Bank may elect one independent director who shall be responsible for convening special meetings attended by the independent directors to study issues related to the performance of their duties.</p>	<p>(VI) <u>other</u> matters which may have material effects on the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</p> <p>(VII) matters specified in relevant laws, administrative regulations or the Articles of Association.</p>
<p>Article 164 The provisions on qualifications and conditions, nomination, election, dismissal, appointment and resignation, basic obligations, working hours and minimum attendance of meetings, allowances and fees of independent directors set out in this section shall apply to external supervisors of the Bank.</p>	<p>/</p>
<p>Article 165 The Bank shall have a Board of Directors, which shall be composed of 15 directors and responsible for important decision-making of the Bank. The Board is composed of executive directors and non-executive directors (including independent directors), including 5 executive directors, 10 non-executive directors (including 5 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 137 The Bank shall have a Board of Directors, which shall be composed of 15 directors and responsible for important decision-making of the Bank. The Board is composed of executive directors, non-executive directors (including independent directors) <u>and employee directors</u>, including 4 executive directors, 10 non-executive directors (including 5 independent directors) <u>and 1 employee director</u>.</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>

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<p>Executive directors refer to directors who, in addition to serving as directors, also assume the responsibilities of senior management of the Bank.</p> <p>Non-executive directors refer to directors who do not hold any position in the Bank other than as a director and do not assume the responsibilities of senior management.</p>	<p>Executive directors refer to directors who, in addition to serving as directors, also assume the responsibilities of senior management of the Bank.</p> <p>Non-executive directors refer to directors who do not hold any position in the Bank other than as a director and do not assume the responsibilities of senior management.</p> <p><u>Employee directors are democratically elected by the employees of the Bank through the employee representative assembly or other means. Senior management staff may not serve concurrently as employee directors.</u></p>
<p>Article 167 The Board shall have a Board Office, responsible for preparations for Shareholders' general meetings, Board meetings and meetings of relevant special committees under the Board, document custody, information disclosure, and other daily affairs of the Board and its relevant special committees.</p> <p>The Board shall formulate terms of reference for Board meetings, which shall be implemented upon examination and approval by the Shareholders' general meeting, to ensure execution of resolutions of the Shareholders' general meeting, enhance the work efficiency and ensure scientific decision-making of the Board.</p>	<p>Article 139 The Board shall have a Board Office, responsible for preparations for <u>Shareholders' meetings</u>, Board meetings and meetings of relevant special committees under the Board, document custody, information disclosure, and other daily affairs of the Board and its relevant special committees.</p> <p>The Board shall formulate terms of reference for Board meetings, which shall be implemented upon examination and approval by the <u>Shareholders' meeting</u>, to ensure execution of resolutions of the <u>Shareholders' meeting</u>, enhance the work efficiency and ensure scientific decision-making of the Board.</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'</p>	<p>Article 140 The Board of Directors shall 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 <u>Shareholders' meetings</u>, reporting its performance at the <u>Shareholders'</u></p>

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<p>general meetings, and implementing resolutions of the Shareholders' general meetings;</p> <p>(II) to formulate development strategies of the Bank and to monitor the implementation of such strategies, and decide on 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;</p> <p>(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 material acquisition, merger, separation, dissolution, or change in corporate structure of the Bank;</p> <p>(VIII) to formulate proposals for any amendment to the Articles of Association;</p> <p>(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;</p> <p>(X) to formulate the basic management system of the Bank;</p> <p>(XI) to formulate and execute clear responsibility system and accountability system, and to assess and complete corporate governance of the Bank regularly;</p>	<p><u>meetings</u>, and implementing resolutions of the <u>Shareholders' meetings</u>;</p> <p>(II) to formulate development strategies of the Bank and to monitor the implementation of such strategies, and decide on operational plans and investment plans of the Bank;</p> <p>(III) to <u>formulate</u> 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;</p> <p>(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 material acquisition, merger, separation, dissolution, or change in corporate structure of the Bank;</p> <p>(VIII) to formulate proposals for any amendment to the Articles of Association;</p> <p>(IX) to formulate the rules of procedures for the <u>Shareholders' meeting</u> 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;</p> <p>(X) to formulate the basic management system of the Bank;</p> <p>(XI) to formulate and execute clear responsibility system and accountability system, and to assess and complete corporate governance of the Bank regularly;</p>

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(XII) to decide asset and liability management (including but not limited to capital requirement), risk tolerability, risk management, and internal control policy of the Bank, and to take ultimate responsibility for comprehensive risk management;	(XII) to decide asset and liability management (including but not limited to capital requirement), risk tolerability, risk management, and internal control policy of the Bank, and to take ultimate responsibility for comprehensive risk management;
(XIII) to formulate capital planning, and undertake final responsibility of capital management;	(XIII) to formulate capital planning, and undertake final responsibility of capital management;
(XIV) to formulate related party transaction management system, to examine and approve or accredit Related Party Transactions Control Committee to approve related party transactions;	(XIV) to formulate related party transaction management system, to examine and approve or accredit Related Party Transactions Control Committee to approve related party transactions;
(XV) to examine and approve annual work report of the Bank;	(XV) to examine and approve annual work report of the Bank;
(XVI) to decide long-term award plan, remuneration plan and salary plan of the Bank;	(XVI) to decide long-term award plan, remuneration plan and salary plan of the Bank;
(XVII) to approve internal audit plan, annual work plan and audit budget of the Bank;	(XVII) to approve internal audit plan, annual work plan and audit budget of the Bank;
(XVIII) to examine and approve proposals raised by each special committee under the Board of Directors;	(XVIII) to examine and approve proposals raised by each special committee under the Board of Directors;
(XIX) to decide the Bank's important external investment, important asset acquisition and disposals and write-off, important external guarantee, important trust management, important related party transactions, large loans, pledge of assets, data governance; to initially examine the Bank's extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee, extremely important trust management, and submit them to the Shareholders' general meeting for approval;	(XIX) to decide the Bank's important external investment, important asset acquisition and disposals and write-off, important external guarantee, important trust management, important related party transactions, large loans, pledge of assets, data governance; to initially examine the Bank's extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee, extremely important trust management, and submit them to the <u>Shareholders' meeting</u> for approval;

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<p>(XX) to appoint or dismiss the president, the secretary of the Board, chief audit 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 technology information officer, chief human resources officer, chief compliance officer, 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> <p>(XXIV) to propose to the Shareholders' general meeting the engagement, dismissal or discontinuation of the appointment of the accounting firm that provides regular statutory audit on financial reports of 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>(XXV) 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</p>	<p>(XX) to appoint or dismiss the president, the secretary of the Board, chief audit 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 information officer, chief compliance officer, 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> <p>(XXIV) to propose to the <u>Shareholders' meeting</u> the engagement, dismissal or discontinuation of the appointment of the accounting firm that provides regular statutory audit on financial reports of the Bank, and to give explanation to the <u>Shareholders' meeting</u> on the non-standard audit opinions of certified public accountant on our financial report;</p> <p>(XXV) 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</p>

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<p>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 financial consumers 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> <p>(XXIX) to undertake the management responsibility for the affairs in relation to the shareholder of the Bank;</p> <p>(XXX) 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>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</p>	<p>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 financial consumers 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> <p>(XXIX) to undertake the management responsibility for the affairs in relation to the shareholder of the Bank;</p> <p>(XXX) to exercise other functions and powers prescribed by the laws, administrative regulations, and the Articles of Association and authorized by the <u>Shareholders' meetings</u>.</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 <u>(IV), (V), (VII), (VIII), (XVI), (XIX) and (XX)</u>, in which approval of two thirds of the directors is required.</p> <p>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</p>

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<p>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.</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>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.</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>Article 169 The Board shall determine the right relating to external investment, asset purchase and disposal, asset mortgage, external guarantees, trust management and related party transactions, and shall establish strict examination and decision-making procedures; and organize relevant experts and professionals to make assessments on material investment projects and report to the Shareholders' general meeting for approval.</p>	<p>Article 141 The Board shall determine the right relating to external investment, asset purchase and disposal, asset mortgage, external guarantees, trust management and related party transactions, and shall establish strict examination and decision-making procedures; and organize relevant experts and professionals to make assessments on material investment projects and report to the <u>Shareholders' meeting</u> for approval.</p>
<p>Article 171 For the disposal of any fixed assets by the Board, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a Shareholders' general meeting, the Board shall not dispose of or approve of the disposal of such fixed assets without the approval of the shareholders at a Shareholders' general meeting.</p> <p>The disposal of fixed assets referred to in this Article includes the transfer of interests of</p>	<p>/</p>

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<p>certain assets, but excludes the provision of fixed assets as pledges to any guarantees.</p> <p>Any breach of paragraph 1 of this Article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.</p>	
<p>Article 172 The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over Shareholders' general meetings and convene and preside over Board meetings;</p> <p>(II) to supervise and examine the implementation of resolutions of the Board;</p> <p>(III) to nominate to the Board the president, secretary of the Board, chief audit officer and the person in charge of the audit department of the Bank;</p> <p>(IV) to sign the shares, bonds and other marketable securities of the Bank;</p> <p>(V) to sign documents such as documents of the Board and external contracts of the Bank which shall be signed by the legal representative of the Bank;</p> <p>(VI) to sign the power of attorney for the president upon approval of the Board;</p> <p>(VII) to exercise the functions and powers as the legal representative;</p> <p>(VIII) to regularly listen to the work reports of the president and to examine the performance of the president and senior management to ensure senior management perform their duties effectively;</p> <p>(IX) to review the annual information disclosure report of the Bank as required by the regulatory authorities;</p>	<p>Article 143 The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over <u>Shareholders' meetings</u> and convene and preside over Board meetings;</p> <p>(II) to supervise and examine the implementation of resolutions of the Board;</p> <p>(III) to nominate to the Board the president, secretary of the Board, chief audit officer and the person in charge of the audit department of the Bank;</p> <p>(IV) to sign the shares, bonds and other marketable securities of the Bank;</p> <p>(V) to sign documents such as documents of the Board and external contracts of the Bank which shall be signed by the legal representative of the Bank;</p> <p>(VI) to sign the power of attorney for the president upon approval of the Board;</p> <p>(VII) to exercise the functions and powers as the legal representative;</p> <p>(VIII) to regularly listen to the work reports of the president and to examine the performance of the president and senior management to ensure senior management perform their duties effectively;</p> <p>(IX) to review the annual information disclosure report of the Bank as required by the regulatory authorities;</p>

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<p>(X) to exercise other functions and powers specified in laws and administrative regulations and granted by the Board.</p> <p>The vice chairman shall assist the chairman to perform his/her duties. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman (if the Bank has two or more vice chairmen, the chairman elected jointly by more than half of the directors shall perform such duties); If the vice chairman is unable or fails to perform his/her duties, more than half of the directors shall jointly elect a director to perform such duties.</p>	<p>(X) to exercise other functions and powers specified in laws and administrative regulations and granted by the Board.</p> <p>The vice chairman shall assist the chairman to perform his/her duties. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman (if the Bank has two or more vice chairmen, the chairman elected jointly by <u>a majority</u> of the directors shall perform such duties); If the vice chairman is unable or fails to perform his/her duties, <u>a majority</u> of the directors shall jointly elect a director to perform such duties.</p>
<p>Article 173 Board meetings are divided into regular meetings and extraordinary meetings, which shall cover specific issues for discussion and matters to be resolved. The Board shall notify supervisors to attend the Board meetings and senior management members may attend the Board meetings if needed.</p> <p>The secretary of the Board or the Board Office in charge shall be responsible for collecting draft proposals to be discussed on the regular Board meetings.</p>	<p>Article 144 Board meetings are divided into regular meetings and extraordinary meetings, which shall cover specific issues for discussion and matters to be resolved. <u>Senior management</u> members may attend the Board meetings if needed.</p> <p>The secretary of the Board or the Board Office in charge shall be responsible for collecting draft proposals to be discussed on the regular Board meetings.</p>
<p>Article 174 Regular Board meetings shall be held at least four times annually, at least once a quarter, and shall be convened by the chairman, with the written notice of meeting sent to all directors and supervisors 14 days in advance.</p>	<p>Article 145 Regular Board meetings shall be held at least four times annually, at least once a quarter, and shall be convened by the chairman, with the written notice of meeting sent to all directors 14 days in advance.</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>(I) deemed necessary by the chairman;</p> <p>(II) proposed by more than one third of the directors jointly;</p> <p>(III) proposed by the Board of Supervisors;</p>	<p>Article 146 In any of the following circumstances, the chairman shall convene an extraordinary Board meeting within 10 days after receipt of the proposal:</p> <p>(I) deemed necessary by the chairman;</p> <p>(II) proposed by more than one third of the directors jointly;</p> <p>(III) proposed by <u>the Audit Committee of the Board</u>;</p>

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<p>(IV) proposed by shareholders representing more than 10% of the voting rights;</p> <p>(V) proposed by the president;</p> <p>(VI) proposed by more than two independent directors;</p> <p>(VII) other circumstances stipulated by laws, administrative rules and the Articles of Association.</p> <p>The written notice shall be served to all directors and supervisors by direct delivery, fax, e-mail or other means five days before an extraordinary Board meeting. Where an extraordinary Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</p>	<p>(IV) proposed by shareholders representing more than 10% of the voting rights;</p> <p>(V) proposed by the president;</p> <p>(VI) proposed by more than two independent directors;</p> <p>(VII) other circumstances stipulated by laws, administrative rules and the Articles of Association.</p> <p>The written notice shall be served to all directors by direct delivery, fax, e-mail or other means five days before an extraordinary Board meeting. Where an extraordinary Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</p>
<p>Article 177 A Board meeting shall only be held if it has a quorum of more than half of the directors.</p> <p>Directors shall attend Board meetings in person. If any director cannot attend the meeting for any reason, he/she may issue a power of attorney to authorize another director to attend the meeting on behalf thereof, while independent directors shall not appoint non-independent directors to attend the meeting on behalf thereof, and the power of attorney shall specify the name of the proxy, the matters to be handled in proxy, the scope of authorization and validity period, and shall bear the signature or seal of the principal.</p> <p>The director attending the meeting on behalf of another director shall exercise rights within the scope of authorization. If a director fails to attend a Board meeting and does not appoint a</p>	<p>Article 148 A Board meeting shall only be held if it has a quorum of <u>a majority</u> of the directors.</p> <p>Directors shall attend Board meetings in person. If any director cannot attend the meeting for any reason, he/she may issue a power of attorney to authorize another director to attend the meeting on behalf thereof, while independent directors shall not appoint non-independent directors to attend the meeting on behalf thereof, and the power of attorney shall specify the name of the proxy, the matters to be handled in proxy, the scope of authorization and validity period, and shall bear the signature or seal of the principal.</p> <p>The director attending the meeting on behalf of another director shall exercise rights within the scope of authorization. If a director fails to attend a Board meeting and does not appoint a</p>

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<p>proxy to act on his/her behalf, the said director shall be deemed as having waived his/her right to vote at the meeting.</p>	<p>proxy to act on his/her behalf, the said director shall be deemed as having waived his/her right to vote at the meeting.</p>
<p>Article 180 If any director or any of his/her close associates (as defined in Hong Kong Listing Rules) has any related party relationship with any resolution of the Board meeting or has a material interest in any contract, arrangement or any other suggestion proposed to be resolved on, the said director shall not exercise the right to vote on the said resolution for himself or on behalf of other directors. When determining whether a quorum for the meeting is attained, such director shall not be counted as part of the quorum. The Board meeting may be held when more than half of the non-related directors of no material interest attend the meeting. The resolution concerning approval of related party transactions made at the Board meeting shall be passed by more than two thirds of the non-related directors of no material interest. If the number of non-related directors of no material interest attending the meeting is less than three, the matter shall be submitted to the Shareholders' general meeting of the Bank for consideration.</p> <p>Where laws, administrative regulations, rules, provisions of relevant regulatory authorities and the Articles of Association provide otherwise, such provisions shall prevail.</p>	<p>Article 151 If any director has any related party relationship with <u>corporations and individuals involved in</u> any resolution of the Board meeting, the said director <u>shall report in writing to the Board in a timely manner.</u> <u>The related directors</u> shall not exercise the right to vote on the said resolution for himself or on behalf of other directors. The Board meeting may be held when <u>a majority</u> of the non-related directors attend the meeting. The resolution concerning approval of related party transactions made at the Board meeting shall be passed by <u>a majority</u> of the non-related directors. If the number of non-related directors attending the meeting is less than three, the matter shall be submitted to the Shareholders' meeting of the Bank for consideration.</p>
<p>Article 185 The secretary of the Board shall have adequate expertise and experience, and shall have his/her qualifications examined by the regulatory authorities.</p> <p>The provisions on qualifications and conditions of directors set out in the Articles of Association shall apply to the secretary of the Board. A director or senior management staff of the Bank may serve concurrently as secretary of the Board. The supervisors of the Bank, any certified public accountant of the accounting</p>	<p>Article 156 The secretary of the Board shall have adequate expertise and experience, and shall have his/her qualifications examined by the regulatory authorities.</p> <p>A director or senior management staff of the Bank may serve concurrently as secretary of the Board.</p>

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<p>firm and any lawyer of the law firm engaged by the Bank shall not serve concurrently as secretary of the Board.</p> <p>In the event a director serves concurrently as secretary of the Board of the Bank, where any act requires to be executed by the director and the secretary of the Board of the Bank separately, the said director serving concurrently as secretary of the Board of the Bank shall not execute the said act in both capacities.</p>	
<p>Article 186 The secretary of the Board shall perform the following duties:</p> <p>(I) to help the directors with the daily work of the Board, and ensure that the Bank legally prepares and submits reports and documents required by the competent authorities;</p> <p>(II) to organize documents of and prepare for Shareholders' general meetings and Board meetings, keep meeting minutes, keep informed of the execution of the resolutions and ensure that the Bank has complete organization documents and records;</p> <p>(III) to be responsible for the keeping of the register of shareholders and relevant materials and ensure that the register of shareholders of the Bank is properly established;</p> <p>(IV) to attend the official meetings of the president, and study matters to be submitted to the Board, reporting of internal and external examination and rectification, significant financial information disclosure and other matters;</p> <p>(V) to organize and coordinate matters relating to information disclosure of the Bank and enhance transparency of the Bank;</p> <p>(VI) to receive visits, answer consultations,</p>	<p>Article 157 The secretary of the Board shall perform the following duties:</p> <p>(I) to help the directors with the daily work of the Board, and ensure that the Bank legally prepares and submits reports and documents required by the competent authorities;</p> <p>(II) to organize documents of and prepare for <u>Shareholders' meetings</u> and Board meetings, keep meeting minutes, keep informed of the execution of the resolutions and ensure that the Bank has complete organization documents and records;</p> <p>(III) to be responsible for the keeping of the register of shareholders and relevant materials and ensure that the register of shareholders of the Bank is properly established;</p> <p>(IV) to attend the official meetings of the president, and study matters to be submitted to the Board, reporting of internal and external examination and rectification, significant financial information disclosure and other matters;</p> <p>(V) to organize and coordinate matters relating to information disclosure of the Bank and enhance transparency of the Bank;</p> <p>(VI) to receive visits, answer consultations,</p>

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<p>contact shareholders, and ensure that people entitled to obtain the Bank's relevant records and documents can receive such records and documents in a timely manner;</p> <p>(VII) to handle the relations between the Bank and investors, intermediaries and media, and coordinate public relations;</p> <p>(VIII) Other duties stipulated in laws, administrative regulations and the Articles of Association, and granted by the Board.</p>	<p>contact shareholders, and ensure that people entitled to obtain the Bank's relevant records and documents can receive such records and documents in a timely manner;</p> <p>(VII) to handle the relations between the Bank and investors, intermediaries and media, and coordinate public relations;</p> <p>(VIII) Other duties stipulated in laws, administrative regulations and the Articles of Association, and granted by the Board.</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, Audit Committee members should have expertise and work experience in any of finance, auditing, accounting or law. At least one independent director who shall have relevant professional qualifications as specified in Hong Kong Listing Rules, or shall have professional specialty in audit or related financial management.</p> <p>Independent director shall act as chairman of the Audit Committee.</p>	<p>Article 161 <u>The Bank does not set up the Board of Supervisors or supervisors. The duties and powers of the Board of Supervisors which shall perform the obligation to supervise the Bank, as stipulated by the Company Law shall be exercised by the Audit Committee of the Board.</u></p> <p>Article 162 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><u>The Audit Committee comprises five directors who do not hold senior management positions in the Bank, with the majority being independent directors. The convenor of the committee is an independent director with accounting expertise. Employee representatives on the Board of the Bank may serve as members of the Audit Committee.</u></p> <p>Audit Committee members should have expertise and work experience in any of</p>

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	<p>finance, auditing, accounting or law. At least one independent director who shall have relevant professional qualifications as specified in Hong Kong Listing Rules, or shall have professional specialty in audit or related financial management.</p> <p>Independent director shall act as chairman of the Audit Committee.</p>
/	<p><u>Article 163 The Audit Committee is responsible for reviewing the financial information of the Bank and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be approved by a majority of the members of the Audit Committee:</u></p> <p><u>(I) to disclose the financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</u></p> <p><u>(II) to appoint or dismiss the accounting firm that undertakes the audit business of the Bank;</u></p> <p><u>(III) to appoint or dismiss the chief financial officer of the Bank;</u></p> <p><u>(IV) to revise accounting policies and accounting estimates or to correct material accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>(V) to supervise the performance of directors and senior management staff in the performance of their duties, and propose the removal of directors and senior management staff who violate laws, administrative regulations, the Articles of Association or the resolutions of the Shareholders' meetings;</u></p>

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	<p><u>(VI) to require directors and the senior management staff to make corrections if their conduct has damaged the interests of the Bank;</u></p> <p><u>(VII) to propose the convening of extraordinary Shareholders' meetings and, in the event that the Board fails to perform the obligations to convene and preside over the Shareholders' meetings in accordance with the Company Law, to convene and preside over the Shareholders' meetings;</u></p> <p><u>(VIII) to propose proposals to the Shareholders' meetings;</u></p> <p><u>(IX) to supervise the Board in establishing sound business philosophies, value principles, and formulating development strategies aligned with the Bank's circumstances;</u></p> <p><u>(X) to evaluate the scientific basis, rationality, and soundness of the Bank's development strategies and prepare an assessment report;</u></p> <p><u>(XI) to conduct oversight and inspections of the Bank's operational decisions, risk management, and internal controls, and urge corrective actions;</u></p> <p><u>(XII) to supervise the procedures for the selection and appointment of directors;</u></p> <p><u>(XIII) to monitor the implementation of the Bank's compensation management system and the scientific basis and rationality of the compensation plans for senior management staff;</u></p> <p><u>(XIV) other matters stipulated by laws, administrative regulations, securities regulatory rules of the stock exchange</u></p>

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	<p><u>where the Bank is listed, and the Articles of Association.</u></p> <p><u>Matters in (I), (II), (III) and (IV) above are submitted to the Board for consideration upon the approval of the Audit Committee.</u></p>
/	<p><u>Article 164 The Audit Committee shall hold meeting at least once every quarter. An extraordinary meeting may be held upon the proposal of two or more members or when the convener deems necessary. The Audit Committee's meetings shall be held only when more than two thirds of members are present;</u></p> <p><u>Resolutions of the Audit Committee shall be passed by a majority of members of the Audit Committee;</u></p> <p><u>Each member shall have one vote for voting on resolutions of the Audit Committee;</u></p> <p><u>Resolutions of the Audit Committee shall be produced into meeting minutes according to provisions, which shall be signed by all members of the Audit Committee present at the meeting;</u></p> <p><u>The formulation of the working rules for the Audit Committee shall be the responsibility of the Board.</u></p>
<p>Article 198 The Bank shall have a president, vice president and assistant to the president, chief finance officer, chief risk officer, chief technology information officer, chief human resources officer, chief compliance officer. The president shall be nominated by the chairman and appointed or dismissed by the Board of Directors, and the chairman shall not concurrently serve as the president. The vice president and other senior management</p>	<p>Article 172 The Bank shall have a president, vice president and assistant to the president, chief finance officer, chief risk officer, chief information officer, chief compliance officer. The president shall be nominated by the chairman and appointed or dismissed by the Board of Directors, and the chairman shall not concurrently serve as the president. The vice president and other senior management members shall be nominated by the president</p>

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members shall be nominated by the president and appointed or dismissed by the Board of Directors.	and appointed or dismissed by the Board of Directors.
<p>Article 201 The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>(I) to be in charge of the operation and management of the Bank, and report work to the Board of Directors or the chairman when the Board of Directors is not in session;</p> <p>(II) to carry out strategic decision of the Board of Directors, achieve operational goal made by the Board of Directors, and to organize the implementation of the resolutions of the Board of Directors;</p> <p>(III) to submit mid-and long-term development plans, annual operational plans and investment plans to the Board of Directors on behalf of the senior management, and to organize the implementation with the approval of the Board of Directors;</p> <p>(IV) to propose to appoint or dismiss vice president, assistant to the president, chief finance officer, chief risk officer, chief technology-information officer, chief human resources officer, chief compliance officer, etc.;</p> <p>(V) to appoint or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors and ordinary staff of the Bank;</p> <p>(VI) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the regulatory authorities, the Board of Directors and the Board of Supervisors;</p>	<p>Article 175 The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>(I) to be in charge of the operation and management of the Bank, and report work to the Board of Directors or the chairman when the Board of Directors is not in session;</p> <p>(II) to carry out strategic decision of the Board of Directors, achieve operational goal made by the Board of Directors, and to organize the implementation of the resolutions of the Board of Directors;</p> <p>(III) to submit mid-and long-term development plans, annual operational plans and investment plans to the Board of Directors on behalf of the senior management, and to organize the implementation with the approval of the Board of Directors;</p> <p>(IV) to propose to appoint or dismiss vice president, assistant to the president, chief finance officer, chief risk officer, chief information officer, chief compliance officer, etc.;</p> <p>(V) to appoint or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors and ordinary staff of the Bank;</p> <p>(VI) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the regulatory authorities <u>and</u> the Board of Directors;</p>

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(VII) to formulate the Bank's specific regulations;	(VII) to formulate the Bank's specific regulations;
(VIII) to draft the Bank's basic management system;	(VIII) to draft the Bank's basic management system;
(IX) to draft internal management institution setting plan of the Bank;	(IX) to draft internal management institution setting plan of the Bank;
(X) to draft stock incentive plan, long-term award plan, remuneration scheme and salary plan for the Bank's staff, submit them to the Board of Directors or the Shareholders' general meeting , and organize the implementation after approval;	(X) to draft stock incentive plan, long-term award plan, remuneration scheme and salary plan for the Bank's staff, submit them to the Board of Directors or the <u>Shareholders' meeting</u> , and organize the implementation after approval;
(XI) to formulate rules of procedure of senior management, submit them to the Board of Directors, and implement them after approval;	(XI) to formulate rules of procedure of senior management, submit them to the Board of Directors, and implement them after approval;
(XII) to undertake or authorize other senior management members, internal functional department and persons in charge of branches to undertake, under authorization of the Board of Directors, operational activities;	(XII) to undertake or authorize other senior management members, internal functional department and persons in charge of branches to undertake, under authorization of the Board of Directors, operational activities;
(XIII) to sign external contracts under authorization of the Board of Directors;	(XIII) to sign external contracts under authorization of the Board of Directors;
(XIV) to propose to convene a provisional board meeting;	(XIV) to propose to convene a provisional board meeting;
(XV) other functions and powers conferred by laws, administrative regulations, rules and the Articles of Association.	(XV) other functions and powers conferred by laws, administrative regulations, rules and the Articles of Association.
Non-director president and vice president may observe the meetings of the Board, but shall have no voting rights thereat.	Non-director president and vice president may observe the meetings of the Board, but shall have no voting rights thereat.
Article 202 The president and senior management shall report the Bank's operating results, financial conditions, risk profile, business prospects, important contracts, major events, etc. to the Board of Directors or the	Article 176 The president and senior management shall report the Bank's operating results, financial conditions, risk profile, business prospects, important contracts, major events, etc. to the Board of Directors on a

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Board of Supervisors on a regular basis or at the request of the Board of Directors or the Board of Supervisors , and shall undertake that such reports are true to the fact.	regular basis or at the request of the Board of Directors, and shall undertake that such reports are true to the fact.
<p>Article 203 The president and senior management are accountable to the Board of Directors and are under the supervision of the Board of Supervisors. The operation and management activities of the president and senior management of the Bank within the scope of their authorities shall not be interfered with.</p> <p>The senior management shall have the right to request the Board of Supervisors to raise an objection to the Board's interfering with the operation and management activities in violation of regulations, and shall make a report to the banking regulatory authority.</p>	<p>Article 177 The president and senior management are accountable to the Board of Directors and are under the supervision of <u>the Audit Committee</u>. The operation and management activities of the president and senior management of the Bank within the scope of their authorities shall not be interfered with.</p> <p>The senior management shall have the right to request <u>the Audit Committee</u> to raise an objection to the Board's interfering with the operation and management activities in violation of regulations, and shall make a report to the <u>national financial</u> regulatory authority.</p>
<p>Article 204 The president shall formulate the "Terms of Reference of the President" and implement such rules after having been approved by the Board of Directors. The Terms of Reference of the President shall include the following:</p> <p>(I) Conditions and procedures for convening a presidential meeting and the participating personnel;</p> <p>(II) Specific duties and division of work of the president and other senior management staff;</p> <p>(III) Use of the Bank's funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors and the Board of Supervisors;</p> <p>(IV) Other matters which are deemed necessary by the Board of Directors.</p>	<p>Article 178 The president shall formulate the "Terms of Reference of the President" and implement such rules after having been approved by the Board of Directors. The Terms of Reference of the President shall include the following:</p> <p>(I) Conditions and procedures for convening a presidential meeting and the participating personnel;</p> <p>(II) Specific duties and division of work of the president and other senior management staff;</p> <p>(III) Use of the Bank's funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors;</p> <p>(IV) Other matters which are deemed necessary by the Board of Directors.</p>

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<p>Article 205 The senior management staff of the Bank shall observe the laws, regulations and the Articles of Association, regulatory provisions and the Articles of Association, engage in proper professional conduct, abide by high standards of professional ethics, have obligations of loyalty and diligence to the Bank, perform duties in good faith, dutifully, and prudentially, and guarantee that he/she has sufficient time and energy to perform duties, and may not be slack in performing duties or perform duties beyond authority.</p>	<p>Article 179 The senior management staff of the Bank shall observe the laws, regulations and the Articles of Association, engage in proper professional conduct, abide by high standards of professional ethics, have obligations of loyalty and diligence to the Bank, perform duties in good faith, dutifully, and prudentially, and guarantee that he/she has sufficient time and energy to perform duties, and may not be slack in performing duties or perform duties beyond authority.</p>
/	<p><u>Article 180 If a senior management staff causes damage to others in fulfilling his/her duties to the Bank, the Bank shall be liable for compensation; if a senior management staff acts with willful or material default, he/she shall also be liable for compensation.</u></p> <p><u>If a senior management staff violates the laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed or the Articles of Association in fulfilling his/her duties to the Bank, thereby incurring any loss of the Bank, the said senior management staff shall be liable for compensation.</u></p>
/	<p><u>Article 181 Senior management staff of the Bank shall faithfully perform their duties and safeguard the best interests of the Bank and all shareholders.</u></p> <p><u>Senior management staff of the Bank shall be liable for damages to the interests of the Bank and public shareholders in accordance with the law if they fail to faithfully perform their duties or breach their duty of good faith.</u></p>
<p>Chapter 10 Supervisors and Board of Supervisors Articles 207 to Articles 237</p>	/

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Chapter 11 Qualifications and Obligations of Directors, Supervisors, President and Other Senior Managers of the Bank	Chapter 10 Qualifications and Obligations of Directors, President and Other Senior Managers of the Bank
<p>Article 238 No person shall hold the position of director, supervisor and senior manager of the Bank in one of the following circumstances:</p> <p>(I) a person without or with limited capacity for civil conduct;</p> <p>(II) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p> <p>(III) a director, factory director or manager of companies or enterprises which were bankrupted and liquidated, whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three years have not elapsed from which the liquidation of the company or enterprise was completed;</p> <p>(IV) a legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked;</p> <p>(V) a person with relatively large amounts of due and outstanding debt;</p> <p>(VI) a person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p>	<p>Article 183 No person shall hold the position of director and senior manager of the Bank in one of the following circumstances:</p> <p>(I) a person without or with limited capacity for civil conduct;</p> <p>(II) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out, <u>or announced a suspended sentence and two years have not elapsed from expiration of the probation period;</u></p> <p>(III) a director, factory director or manager of companies or enterprises which were bankrupted and liquidated, whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three years have not elapsed from which the liquidation of the company or enterprise was completed;</p> <p>(IV) a legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked <u>or their business were compulsorily closed down;</u></p> <p>(V) a person with relatively large amounts of due and outstanding debt <u>and was listed as a</u></p>

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<p>(VII) a person banned from holding leadership positions as stipulated by the laws and administrative regulations;</p> <p>(VIII) a non natural person;</p> <p>(IX) a person judged by the relevant regulatory authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;</p> <p>(X) other persons banned from acting as directors, supervisors and senior managers as stipulated by the law, administrative regulations, rules, regulatory documents, securities regulatory rules of the place where the securities of the Bank are listed and the Articles of Association.</p> <p>Any election, appointment or employment of directors, supervisors and senior managers in violation of this paragraph shall be invalid. The Bank shall dismiss any director, supervisor and senior manager if he/she is involved in the circumstances of this provision during his/her term of office.</p>	<p><u>dishonest person subject to enforcement by the people's court;</u></p> <p>(IV) other persons banned from acting as directors and senior managers as stipulated by the law, administrative regulations, rules, regulatory documents, securities regulatory rules of the place where the securities of the Bank are listed and the Articles of Association.</p> <p>Any election, appointment or employment of directors and senior managers in violation of this paragraph shall be invalid. The Bank shall dismiss any director and senior manager if he/she is involved in the circumstances of this provision during his/her term of office.</p>
Article 239 to Article 254	/
Chapter 12 Financial Accounting System, Profit Distribution and Audit	Chapter 11 Financial Accounting System, Profit Distribution and Audit
<p>Article 258 The Board of the Bank shall, at each annual general meeting, submit to the shareholders the financial reports prepared by the Bank in accordance with the relevant laws, administrative regulations, rules, regulatory documents and securities regulatory rules of the Bank. The Board shall make the Bank's legally audited financial reports available at the Bank 20 days or earlier before the convening of the annual general meeting for inspection by shareholders. Each shareholder of the Bank</p>	<p>Article 187 The Board of the Bank shall, at each annual <u>Shareholders' meeting</u>, submit to the shareholders the financial reports prepared by the Bank in accordance with the relevant laws, administrative regulations, rules, regulatory documents and securities regulatory rules of the Bank. The Board shall make the Bank's legally audited financial reports available at the Bank 20 days or earlier before the convening of the annual <u>Shareholders' meeting</u> for inspection by shareholders. Each</p>

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<p>shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p>Except as otherwise provided in the Articles of Association, the Bank shall send the aforesaid report or report of the Board along with the balance sheet (including each document that should be attached to the balance sheet according to laws) and income statement or income and expenditure statement, or report on financial highlights to each holder of overseas listed shares by hand or pre-paid post at least 21 days prior to the convening of the annual general meeting. The address of the recipients shall be the address registered in the H Share register.</p>	<p>shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter.</p>
<p>Article 263 The after-tax profits of the Bank shall be distributed in the following order of priority:</p> <p>(I) to make up for the losses of the previous year;</p> <p>(II) to set aside 10% to statutory reserve fund;</p> <p>(III) to set aside general reserve;</p> <p>(IV) to set aside discretionary reserve fund;</p> <p>(V) to pay dividends to shareholders.</p> <p>If the accumulated statutory reserve fund of the Bank is more than 50% of the registered capital of the Bank, the statutory reserve fund may be set aside no more. After setting aside the statutory reserve fund, whether or not to set aside any discretionary reserve fund shall be determined at a general meeting. The Bank shall not distribute profits to shareholders before making up for the losses of the Bank and setting aside the statutory reserve fund and general reserve. Otherwise, the shareholders shall return the profits distributed in violation of the provisions to the Bank.</p>	<p>Article 192 The after-tax profits of the Bank shall be distributed in the following order of priority:</p> <p>(I) to make up for the losses of the previous year;</p> <p>(II) to set aside 10% to statutory reserve fund;</p> <p>(III) to set aside general reserve;</p> <p>(IV) to set aside discretionary reserve fund;</p> <p>(V) to pay dividends to shareholders.</p> <p>If the accumulated statutory reserve fund of the Bank is more than 50% of the registered capital of the Bank, the statutory reserve fund may be set aside no more. After setting aside the statutory reserve fund, whether or not to set aside any discretionary reserve fund shall be determined at a Shareholders' meeting. The Bank shall not distribute profits to shareholders before making up for the losses of the Bank and setting aside the statutory reserve fund and general reserve. Otherwise, the shareholders shall return the profits distributed in violation of the provisions to the Bank.</p>

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<p>The Bank shall not be entitled to any distribution of profits in respect of shares held by it.</p>	<p>The Bank shall not be entitled to any distribution of profits in respect of shares held by it.</p> <p><u>If the Bank has, in violation of the Company Law, distributed profits to shareholders, the shareholders shall return to the Bank the profit distributed in violation of the provisions; In case of losses caused to the Bank, the shareholders and the directors and senior management personnel who are responsible shall be liable for compensation.</u></p>
<p>Article 264 The reserve fund of the Bank shall be applied to make up for its losses, expand its business operations or increase its capital. The capital reserve fund, however, shall not be used to make up for the Bank's losses.</p> <p>Upon the resolution of the general meeting to convert the reserve fund into share capital, new shares shall be distributed according to the original share proportion of shareholders, provided that the balance of the fund shall not be less than 25% of the registered capital before such conversion.</p>	<p>Article 193 The reserve fund of the Bank shall be applied to make up for its losses, expand its business operations or increase its capital. <u>The Bank shall first apply discretionary reserve fund and statutory reserve fund to make up for the losses. If the losses cannot be fully made up, capital reserve fund may be utilized in accordance with relevant regulations.</u></p> <p>Upon the resolution of the <u>Shareholders' meeting</u> to convert the reserve fund into share capital, new shares shall be distributed according to the original share proportion of shareholders, provided that the balance of the fund shall not be less than 25% of the registered capital before such conversion.</p>
<p>Article 265 The capital reserve fund shall include:</p> <p>(I) the premium resulting from issuance of shares at a price above par value;</p> <p>(II) other revenues required by the competent financial authorities under the State Council to be stated as capital reserve fund.</p>	<p>/</p>
<p>Article 266 In formulating a prudent profit distribution plan, the Bank shall meet the requirements of the Bank's capital adequacy ratio at present and in a reasonable period thereafter, comprehensively consider various</p>	<p>Article 194 In formulating a prudent profit distribution plan, the Bank shall meet the requirements of the Bank's capital adequacy ratio at present and in a reasonable period thereafter, comprehensively consider various</p>

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<p>factors including the industry characteristics, development stage, its own business operation model and profitability level as well as whether it has any significant capital expenditure arrangements, and also take into account the reasonable returns of the investors and the long-term development needs of the Bank.</p> <p>After the profit distribution plan is adopted at the general meeting, the Board of the Bank shall finish distributing dividends (or shares) within 2 months after conclusion of the general meeting.</p>	<p>factors including the industry characteristics, development stage, its own business operation model and profitability level as well as whether it has any significant capital expenditure arrangements, and also take into account the reasonable returns of the investors and the long-term development needs of the Bank.</p> <p>After the profit distribution plan is adopted at the <u>Shareholders' meeting</u>, the Board of the Bank shall finish distributing dividends (or shares) within 2 months after conclusion of the <u>Shareholders' meeting</u>.</p>
<p>Article 268 Monies paid for any shares before dunning by the Bank shall have interests, but the holders of shares are not entitled to dividends declared subsequently for the prepaid monies.</p> <p>Provided that the relevant PRC laws, administrative regulations, and rules are observed, the Bank may exercise the right to seize dividends not claimed, but the said right shall only be exercised after expiry of the applicable validity period.</p> <p>The Bank shall have the right to cease delivering dividend notice to the holders of overseas listed shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p> <p>The Bank shall have the right to sell the shares of the unreachable holders of overseas listed shares through the methods the Board deems appropriate and subject to the following conditions:</p> <p>1. the Bank has distributed dividends on such shares at least three times in a period of</p>	<p>/</p>

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<p>12 years and the dividends are not claimed by anyone during that period;</p> <p>2. after the expiration of the twelve year period, the Bank makes a public announcement in one or more newspapers at the place where the Bank's securities are listed, stating its intention to sell such shares and notifies the securities regulatory authority of the place where the Bank's securities are listed of such intention.</p>	
<p>Article 269 The Bank shall appoint receiving agents for holders of overseas listed shares. Such receiving agents shall, on behalf of relevant shareholders, receive dividends and other payables in relation to the overseas listed shares of the Bank.</p> <p>The receiving agents appointed by the Bank shall meet the requirements of the laws of the place where the Bank's securities are listed or the relevant regulations of the stock exchange of the place where the Bank's securities are listed.</p> <p>The receiving agents appointed by the Bank for holders of H Shares shall be the trust companies registered under the Trustee Ordinance of Hong Kong.</p>	<p>Article 196 The Bank shall appoint receiving agents for holders of overseas listed shares. Such receiving agents shall, on behalf of relevant shareholders, receive dividends and other payables in relation to the overseas listed shares of the Bank.</p> <p>The receiving agents appointed by the Bank shall meet the requirements of the laws of the place where the Bank's securities are listed or the relevant regulations of the stock exchange of the place where the Bank's securities are listed.</p>
<p>Article 270 The Bank shall implement an internal audit system and establish an internal audit department that audits the Bank's system-wide management practices, with professional audit personnel to undertake internal auditing and supervision of the Bank's financial income and expenditures and economic activities.</p> <p>The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board.</p> <p>The Bank shall have a Chief Audit Officer responsible for the audit of the entire system, whose appointment and removal shall be</p>	<p>Article 197 The Bank shall implement an internal audit system, <u>clarifying the leadership structure, responsibilities and authorities, staffing, funding assurance, application of audit results, and accountability mechanisms for internal audit work.</u></p> <p><u>The Bank shall</u> establish an internal audit department that audits the Bank's system-wide management practices, with professional audit personnel to undertake internal auditing and supervision of the Bank's financial income and expenditures and economic activities.</p>

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determined by the Board. The Chief Audit Officer shall be accountable and report to the Board.	<p>The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board.</p> <p>The Bank shall have a Chief Audit Officer responsible for the audit of the entire system, whose appointment and removal shall be determined by the Board. The Chief Audit Officer shall be accountable and report to the Board.</p>
<p>Article 271 The internal audit matters mainly include:</p> <p>(I) the regularity of business management and the work condition of the related department;</p> <p>(II) soundness and validity of the internal control;</p> <p>(III) risk status, and the applicability and validity of the procedures for risk identification, computation and control;</p> <p>(IV) information on programming and design, development and operation, management and maintenance of the information system;</p> <p>(V) accuracy and reliability of the accounting records and the financial reports;</p> <p>(VI) information on the asset valuation system related to risks;</p> <p>(VII) operational performance of the institution and fulfillment of duties by managers.</p>	<p>Article 198 <u>The internal audit department of the Bank shall supervise and inspect the business activities, risk management, internal control, financial information and other matters of the Bank.</u> The internal audit matters mainly include:</p> <p>(I) the regularity of business management and the work condition of the related department;</p> <p>(II) soundness and validity of the internal control;</p> <p>(III) risk status, and the applicability and validity of the procedures for risk identification, computation and control;</p> <p>(IV) information on programming and design, development and operation, management and maintenance of the information system;</p> <p>(V) accuracy and reliability of the accounting records and the financial reports;</p> <p>(VI) information on the asset valuation system related to risks;</p> <p>(VII) operational performance of the institution and fulfillment of duties by managers.</p>
<p>Article 272 The internal audit department shall be responsible to the Board and the Audit Committee, formulate internal audit procedures, appraise the risk status and management status,</p>	<p>Article 199 The internal audit department is responsible to the Board. <u>The internal audit department shall accept the supervision and guidance of the Audit Committee in the</u></p>

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<p>implement the annual audit work plan, carry out follow up audit, supervise the rectification, be responsible for the quality of the audit project, and well manage archival.</p>	<p><u>process of supervising and inspecting the Bank's business activities, risk management, internal controls and financial information. If the internal audit department identifies any significant issues or clues, it shall report them directly to the Audit Committee of the Board immediately.</u></p> <p><u>Article 200 The internal audit department shall be responsible for specific organization and implementation of the Bank's internal control evaluation. Based on the evaluation report issued by the internal audit department and reviewed by the Audit Committee of the Board, along with relevant materials, the Bank shall produce an annual internal control evaluation report.</u></p>
/	<p><u>Article 203 When the Audit Committee communicates with external auditors such as accounting firms and national audit institutions, the internal audit department shall actively cooperate and provide necessary support and assistance.</u></p>
/	<p><u>Article 204 The Audit Committee of the Board participates in the appraisal of the head of the internal audit.</u></p>
<p>Article 275 The Bank shall appoint an independent accounting firm which meets the relevant requirements of the State to audit the Bank's annual financial reports and review the Bank's other financial reports. The accounting firm appointed by the Bank shall hold office from the conclusion of the annual general meeting at which it is appointed to the conclusion of the next annual general meeting.</p>	<p>Article 205 The Bank shall appoint an independent accounting firm which meets the relevant requirements of the State to audit the Bank's annual financial reports and review the Bank's other financial reports. The accounting firm appointed by the Bank shall hold office from the conclusion of the annual <u>Shareholders' meeting</u> at which it is appointed to the conclusion of the next annual <u>Shareholders' meeting</u>.</p>
<p>Article 277 The Bank shall undertake to provide the accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and shall not reject, conceal or misstate any information.</p>	<p>Article 207 The Bank shall undertake to provide the accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and shall not reject, conceal or misstate any information.</p>

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<p>The accounting firm appointed by the Bank shall have the following rights:</p> <p>(I) to inspect the financial statements, records or vouchers of the Bank at any time, and to request the directors, president or other senior managers of the Bank to provide relevant information and explanation;</p> <p>(II) to request the Bank to take all reasonable measures to obtain from its subsidiary banks(companies) such information and explanation as are necessary for the accounting firm to perform its duties;</p> <p>(III) to attend the general meetings, and to obtain the notice of, and other information relating to, the general meetings, and to speak at any general meeting in relation to matters concerning its role as the accounting firm appointed by the Bank.</p>	
<p>Article 278 If a vacancy occurs on the post of accounting firm, the Board may appoint an accounting firm to fill such vacancy before the convening of the Shareholders' general meeting. Any other accounting firm which has been appointed by the Bank may continue to act during the period during which a vacancy arises.</p>	/
<p>Article 280 The remuneration of the accounting firm or the manner in which such firm is to be remunerated shall be determined by the general meeting. The remuneration of the accounting firm appointed by the Bank shall be determined by the Board.</p>	<p>Article 208 The remuneration of the accounting firm or the manner in which such firm is to be remunerated shall be determined by the <u>Shareholders' meeting</u>. The remuneration of the accounting firm appointed by the Bank shall be determined by the Board.</p>
<p>Article 281 The appointment, dismissal or non-reappointment of an accounting firm by the Bank shall be determined by the general meeting, and shall be filed with the securities regulatory authorities of the State Council.The general meeting shall abide by the following provisions when proposing to pass a resolution to appoint an accounting firm which is not</p>	<p>Article 209 The appointment, dismissal or non-reappointment of an accounting firm by the Bank shall be <u>submitted to the Board for consideration upon approval by a majority of all members of the Audit Committee and shall be</u> determined by the <u>Shareholders' meeting</u>, and shall be filed with the securities regulatory authorities of the State Council.</p>

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<p>currently serving the Bank to fill the vacancy of an accounting firm, or renew the term of office of an accounting firm appointed by the Board to fill the vacancy, or dismiss an accounting firm before the expiry of its term:</p> <p>(I) The proposal in relation to the appointment or dismissal shall be delivered prior to the issue of notice of the general meeting to the accounting firm to be appointed, the accounting firm leaving office, or the accounting firm which has left office in the relevant fiscal year. Leaving office includes dismissal, resignation and retirement.</p> <p>(II) If an accounting firm leaving office makes a written statement and requests the Bank to inform shareholders of such statement, the Bank shall take the following measures, unless the written statement is received too late:</p> <p>1. to state in the notice which is issued for the purpose of adopting a resolution that the accounting firm which is leaving office has made a statement;</p> <p>2. to send a copy of the statement in the form of an attachment to the notice to each shareholder entitled to receive the notice of general meeting in the manner prescribed in the Articles of Association.</p> <p>(III) If the Bank fails to dispatch the statement of the relevant accounting firm in accordance with sub paragraph (II) above, the relevant accounting firm may request such statement to be read at the general meeting and may make further appeals.</p> <p>(IV) The accounting firm leaving office shall have the right to attend the following meetings:</p> <p>1. the general meeting at which its term of office would have expired;</p>	

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<p>2. the general meeting held to fill the vacancy as a result of its dismissal;</p> <p>3. the general meeting held as a result of its voluntary resignation.</p> <p>The accounting firm leaving office shall have the right to receive all notices of, or other information relating to, the abovementioned meetings, and may express its views at the aforementioned meetings on matters in relation to its previous appointment as the accounting firm of the Bank.</p>	
<p>Article 282 The Bank shall notify the accounting firm 15 days before the dismissal or non-reappointment of such accounting firm. The accounting firm shall have the right to present its views at the general meeting. In the event the accounting firm proposes to resign from its position, it shall explain to the general meeting whether there has been any impropriety on the part of the Bank.</p> <p>An accounting firm may resign by depositing at the legal address of the Bank a written resignation notice which shall become effective on the date of such deposit or on such later date as stipulated in such notice. Such notice shall contain the following statements:</p> <p>(I) a statement to the effect that there are no circumstances in connection with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Bank; or (II) a statement of any other circumstances requiring an explanation.</p> <p>The Bank shall send a copy of the written notice referred to in the preceding paragraph to the relevant regulatory authorities within 14 days upon receipt of such written notice. If the notice contains a statement mentioned in subparagraph (II) above, a copy of such statement</p>	<p>Article 210 The Bank shall notify the accounting firm 15 days before the dismissal or non-reappointment of such accounting firm. The accounting firm shall have the right to present its views at the <u>Shareholders' meeting</u>. In the event the accounting firm proposes to resign from its position, it shall explain to the <u>Shareholders' meeting</u> whether there has been any impropriety on the part of the Bank.</p>

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<p>shall be placed at the Bank for inspection by shareholders. Except as otherwise provided in the Articles of Association, the Bank shall also send a copy of such statement by prepaid mail to every holder of overseas listed shares at the address recorded in the register of shareholders; or the Bank shall, within the aforesaid period, issue or publish such statement through the website of the stock exchange where the shares of the Bank are listed or on one or more newspapers designated thereby and stipulated in the Articles of Association, subject to compliance with the Hong Kong Listing Rules.</p> <p>In the event the accounting firm's notice of resignation contains a statement referred to in the sub paragraph (II) above, the accounting firm may require the Board to convene an extraordinary general meeting to allow the accounting firm to explain the circumstances in connection with its resignation.</p>	
Chapter 13 Staff Management	Chapter 12 Staff Management
Chapter 14 Merger, Division, Dissolution and Liquidation	Chapter 13 Merger, Division, Dissolution and Liquidation
<p>Article 289 Merger or division of the Bank shall follow the procedure below:</p> <p>(I) The Board formulates proposals for merger or division;</p> <p>(II) A general meeting passes a resolution in accordance with the Articles of Association;</p> <p>(III) The parties concerned execute the contract for merger or division;</p> <p>(IV) The parties concerned go through relevant examination and approval formalities according to the laws;</p> <p>(V) The Bank handles matters like claims and debts;</p>	<p>Article 217 Merger or division of the Bank shall follow the procedure below:</p> <p>(I) The Board formulates proposals for merger or division;</p> <p>(II) A <u>Shareholders' meeting</u> passes a resolution in accordance with the Articles of Association;</p> <p>(III) The parties concerned execute the contract for merger or division;</p> <p>(IV) The parties concerned go through relevant examination and approval formalities according to the laws;</p> <p>(V) The Bank handles matters like claims and debts;</p>

Original Articles	Articles after the Amendments
(VI) The Bank registers its dissolution or change.	(VI) The Bank registers its dissolution or change.
<p>Article 291 A merger of the Bank may be in two forms: merger by absorption and merger by the establishment of a new company. Absorption means a company absorbs another company and the absorbed company will be dissolved. Otherwise, two or more companies will combine together for the establishment of a new company, and the original companies will be dissolved.</p> <p>In the event the Bank undertakes a merger, parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the merger, and shall publish an announcement in a newspaper within 30 days. Creditors may, within 30 days after receipt of such notice from the Bank, or within 45 days as of the date of the announcement for those who do not receive such notice, to demand that the Bank repay their debts or provide a corresponding guarantee for such debts.</p> <p>After a merger of the Bank, the claims and debts of the parties to the merger shall be assumed by the company surviving the merger or the new company established after the merger.</p>	<p>Article 219 A merger of the Bank may be in two forms: merger by absorption and merger by the establishment of a new company. Absorption means a company absorbs another company and the absorbed company will be dissolved. Otherwise, two or more companies will combine together for the establishment of a new company, and the original companies will be dissolved.</p> <p><u>If the consideration paid by the Bank for a merger does not exceed 10% of its net assets, a resolution by the Shareholders' meeting may not be required. If the merger is conducted without a Shareholders' meeting resolution in accordance with the preceding paragraph, it shall be subject to a resolution by the Board.</u></p> <p>In the event the Bank undertakes a merger, parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the merger, and shall publish an announcement in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within 30 days. Creditors may, within 30 days after receipt of such notice from the Bank, or within 45 days as of the date of the announcement for those who do not receive such notice, to demand that the Bank repay their debts or provide a corresponding guarantee for such debts.</p> <p><u>Upon</u> a merger of the Bank, the claims and debts of the parties to the merger shall be assumed by the company surviving the merger or the new company established after the merger.</p>

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<p>Article 292 In the event the Bank is divided, its property shall be divided accordingly.</p> <p>In the event the Bank is divided, the parties to the division shall enter into a division agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the division, and shall publish an announcement in a newspaper within 30 days.</p> <p>Unless a written agreement has been entered into by the Bank and its creditors in relation to the repayment of debts before division, liabilities of the Bank prior to the division shall be jointly assumed by surviving companies after division.</p>	<p>Article 220 In the event the Bank is divided, its property shall be divided accordingly.</p> <p>In the event the Bank is divided, the parties to the division shall enter into a division agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the division, and shall publish an announcement in a newspaper <u>or on the National Enterprise Credit Information Publicity System</u> within 30 days.</p> <p>Unless a written agreement has been entered into by the Bank and its creditors in relation to the repayment of debts before division, liabilities of the Bank prior to the division shall be jointly assumed by surviving companies after division.</p>
<p>Article 294 The Bank shall be dissolved and liquidated according to laws in any of the following circumstances:</p> <p>(I) the term of operation expires, or any dissolution events as stipulated in the Articles of Association occur;</p> <p>(II) a resolution for dissolution is passed at a general meeting;</p> <p>(III) dissolution as a result of a merger or division of the Bank;</p> <p>(IV) the Bank is legally declared bankrupt due to its failure to repay debts due;</p> <p>(V) the business license of the Bank is revoked, or the Bank is ordered to close down or revoked in accordance with laws;</p> <p>(VI) Shareholders holding 10% or more of all the voting rights of the Bank applies to the People's court for dissolution when the Bank experiences severe difficulties in its operations</p>	<p>Article 222 The Bank shall be dissolved and liquidated according to laws in any of the following circumstances:</p> <p>(I) the term of operation expires, or any dissolution events as stipulated in the Articles of Association occur;</p> <p>(II) a resolution for dissolution is passed at a <u>Shareholders' meeting</u>;</p> <p>(III) dissolution as a result of a merger or division of the Bank;</p> <p>(IV) the Bank is legally declared bankrupt due to its failure to repay debts due;</p> <p>(V) the business license of the Bank is revoked, or the Bank is ordered to close down or revoked in accordance with laws;</p> <p>(VI) Shareholders holding 10% or more of all the voting rights of the Bank applies to the People's court for dissolution when the Bank experiences severe difficulties in its operations</p>

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<p>and management and continual operation of the Bank will bring significant losses to the interest of Shareholders while there are no other ways to resolve the difficulties.</p> <p>The Bank's liquidation and dissolution matters shall comply with the provisions of the Company Law and the Commercial Bank Law, and shall be approved by the relevant regulatory authorities.</p>	<p>and management and continual operation of the Bank will bring significant losses to the interest of Shareholders while there are no other ways to resolve the difficulties.</p> <p><u>If any of the dissolution causes specified in the preceding paragraph occurs, the Bank shall announce on the National Enterprise Credit Information Publicity System within ten days.</u></p> <p>The Bank's liquidation and dissolution matters shall comply with the provisions of the Company Law and the Commercial Bank Law, and shall be approved by the relevant regulatory authorities.</p>
<p>Article 295 If the Bank is dissolved in the circumstance set out in sub-paragraphs (I), (II) and (VI) of the preceding article, a liquidation committee shall be set up within 15 days after the dissolution events occur, and the members of the committee shall be decided by an ordinary resolution at a general meeting.</p> <p>If the Bank is dissolved in the circumstance set out in sub-paragraph (IV) of the preceding article in this section, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by the People's Court in accordance with relevant applicable laws to carry out the liquidation.</p> <p>If the Bank is dissolved in the circumstance set out in sub-paragraph (V) of the preceding article in this section, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by relevant competent authorities to carry out the liquidation.</p>	<p>Article 223 If the Bank is dissolved in the circumstance set out in sub-paragraphs (I), (II) and (VI) of the preceding article, <u>it shall be liquidated. As the liquidation obligors of the Bank, the directors shall set up</u> a liquidation committee within 15 days after the dissolution events occur, <u>and the liquidation committee shall comprise directors, unless otherwise prescribed by the Articles of Association or other persons selected</u> by an ordinary resolution at a <u>Shareholders' meeting</u>.</p> <p>If the Bank is dissolved in the circumstance set out in sub-paragraph (IV) of the preceding article in this section, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by the People's Court in accordance with relevant applicable laws to carry out the liquidation.</p> <p>If the Bank is dissolved in the circumstance set out in sub-paragraph (V) of the preceding article in this section, a liquidation committee comprising shareholders, relevant departments</p>

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<p>If the Bank fails to set up the liquidation committee within the period, the creditors may apply to the People's Court for appointment of relevant persons to form a liquidation committee and carryout liquidation.</p>	<p>and relevant professionals shall be established by relevant competent authorities to carry out the liquidation.</p> <p>If the Bank fails to set up the liquidation committee within the period, the creditors may apply to the People's Court for appointment of relevant persons to form a liquidation committee and carryout liquidation. <u>If the liquidation obligor fails to perform its liquidation obligation in a timely manner and causes losses to the Bank or its creditors, it shall be liable for compensation.</u></p>
<p>Article 296 If the Board decides that the Bank shall be liquidated (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of general meeting convened for such purpose that the Board has conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within 12 months following the commencement of the liquidation.</p> <p>After the general meeting adopts a resolution in favor of the liquidation, the functions and powers of the Board shall be terminated immediately.</p> <p>The liquidation committee shall follow the instructions of the general meeting and shall report to the general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the general meeting at the end of the liquidation.</p>	<p>/</p>
<p>Article 298 The liquidation committee shall notify all creditors within 10 days after its establishment and shall make announcements on newspapers within 60 days.</p>	<p>Article 225 The liquidation committee shall notify all creditors within 10 days after its establishment and shall make announcements on newspapers <u>or the National Enterprise Credit Information Publicity System</u> within 60 days.</p>

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<p>Article 300 After the liquidation committee has examined and taken possession of the assets of the Bank and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or the relevant competent authorities for confirmation.</p>	<p>Article 227 After the liquidation committee has examined and taken possession of the assets of the Bank and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the <u>Shareholders' meeting</u> or the relevant competent authorities for confirmation.</p>
<p>Article 302 After the liquidation committee has examined and taken possession of the assets of the Bank and prepared a balance sheet and a property inventory, if it believes that the Bank's assets are insufficient to repay its debts in full, it shall apply to the People's Court to declare the Bank bankrupt. Following a ruling by the People's Court that the Bank is bankrupt, the liquidation committee shall transfer to the People's Court all matters relating to the liquidation.</p>	<p>Article 229 After the liquidation committee has examined and taken possession of the assets of the Bank and prepared a balance sheet and a property inventory, if it believes that the Bank's assets are insufficient to repay its debts in full, it shall apply to the People's Court to declare the Bank bankrupt. Following a ruling by the People's Court that the Bank is bankrupt, the liquidation committee shall transfer to the <u>bankruptcy administrator designated by the</u> People's Court all matters relating to the liquidation.</p>
<p>Article 303 After completion of liquidation of the Bank, the liquidation committee shall prepare a liquidation report, income and expenditure statement and account books in respect of the liquidation period and shall, after verification of the PRC certified public accountants, submit the same to the general meeting or the relevant competent authorities for confirmation.</p> <p>Within thirty (30) days from the date of confirmation on the liquidation report from the Shareholders' general meeting or the relevant competent authorities, the liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of company registration and make an announcement to the closure of the Bank.</p>	<p>Article 230 After completion of liquidation of the Bank, the liquidation committee shall prepare a liquidation report, income and expenditure statement and account books in respect of the liquidation period and shall, after verification of the PRC certified public accountants, submit the same to the <u>Shareholders' meeting</u> or the relevant competent authorities for confirmation.</p> <p>Within thirty (30) days from the date of confirmation on the liquidation report from the <u>Shareholders' meeting</u> or the relevant competent authorities, the liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of company registration <u>while the Bank's registration authority shall</u> make an announcement to the closure of the Bank.</p>
<p>Article 304 The members of the liquidation committee shall be faithful to their duties, fulfil the liquidation obligation according to law, and shall not abuse their official powers to seek</p>	<p>Article 231 <u>The members</u> of the liquidation committee <u>shall perform liquidation duties and have obligations of loyalty and diligence</u>, fulfil the liquidation obligation according to</p>

Original Articles	Articles after the Amendments
<p>bribes or other unlawful gains or expropriate the Bank's property.</p> <p>Where any member of the liquidation committee causes any loss to the Bank or the creditors due to his/her willful or material default, the said member shall be liable for compensation.</p>	<p>law, and shall not abuse their official powers to seek bribes or other unlawful gains or expropriate the Bank's property.</p> <p>Where <u>any member of</u> the liquidation committee <u>neglects to perform the liquidation duties and thereby</u> causes any loss to <u>the Bank</u>, the said member shall be liable for compensation. <u>The members of the liquidation committee causing losses to creditors due to intentional misconduct or gross negligence shall also be liable for compensation.</u></p>
Chapter 15 Notice	Chapter 14 Notice
<p>Article 307 Where a notice of the Bank is sent by express, the 2nd day from the day of posting at the express-delivery company shall be the service day. Where a notice is delivered by hand, the date on which the recipient or its representative signs (or seals) the delivery receipt shall be the service date. Where a notice is sent by fax, the date on which the fax is sent shall be the service date. Where a notice is sent by e-mail, the date on which the e-mail is sent shall be the service day.</p> <p>The Articles of Association do not prohibit any issuance of notice to shareholders registered outside Hong Kong. Any requirement in the Hong Kong Listing Rules for the Bank to send, mail, dispatch, issue, publish or otherwise make available any corporate communication may, to the extent permitted under all applicable laws and rules and the Articles of Association, be satisfied by the Bank sending or otherwise making available the corporate communication to the relevant holders of the Bank's securities using electronic means and any requirement in the Hong Kong Listing Rules that a corporate communication of the Bank must be in printed form may be satisfied as long as the Bank prepares corporate communication in electronic format.</p>	<p>Article 234 Where a notice of the Bank is sent by express, the 2nd day from the day of posting at the express-delivery company shall be the service day. Where a notice is delivered by hand, the date on which the recipient or its representative signs (or seals) the delivery receipt shall be the service date. Where a notice is sent by fax, the date on which the fax is sent shall be the service date. Where a notice is sent by e-mail, the date on which the e-mail is sent shall be the service day.</p> <p>The Articles of Association do not prohibit any issuance of notice to shareholders registered outside Hong Kong. Any requirement in the Hong Kong Listing Rules for the Bank to send, mail, dispatch, issue, publish or otherwise make available any corporate communication may, to the extent permitted under all applicable laws and rules and the Articles of Association, be satisfied by the Bank sending or otherwise making available the corporate communication to the relevant holders of the Bank's securities using electronic means and any requirement in the Hong Kong Listing Rules that a corporate communication of the Bank must be in printed form may be satisfied as long as the Bank prepares corporate communication in electronic format.</p>

Original Articles	Articles after the Amendments
<p>Save as otherwise specified in the listing rules of the place where the securities of the Bank are listed, the corporate communication may be sent or otherwise made available by the Bank to holders of H Shares using electronic means (including sending or otherwise making available the corporate communication to holders of H Shares in electronic format) only where the Bank has previously received from the holders of H Shares an explicit and positive confirmation in writing that the holders wish to receive or otherwise obtain the corporate communication by the means and in the manner proposed by the Bank.</p>	
<p>Chapter 16 Amendments to the Articles of Association</p>	<p>Chapter 15 Amendments to the Articles of Association</p>
<p>Article 308 The Bank may amend the Articles of Association in accordance with the laws, administrative regulations and the provisions of the Articles of Association.</p> <p>The Bank shall amend the Articles of Association if any of the following circumstances occur:</p> <p>(I) if, after the Company Law, Commercial Banking Law, Hong Kong Listing Rules or other relevant laws and administrative regulations are amended, any term contained in the Articles of Association becomes inconsistent with the provisions of the amended laws and administrative regulations;</p> <p>(II) if changes in the Bank's circumstances result in inconsistency with certain terms specified in the Articles of Association;</p> <p>(III) if the Shareholders' general meeting adopts a resolution to amend the Articles of Association.</p>	<p>Article 235 The Bank may amend the Articles of Association in accordance with the laws, administrative regulations and the provisions of the Articles of Association.</p> <p>The Bank shall amend the Articles of Association if any of the following circumstances occur:</p> <p>(I) if, after the Company Law, Commercial Banking Law, Hong Kong Listing Rules or other relevant laws and administrative regulations are amended, any term contained in the Articles of Association becomes inconsistent with the provisions of the amended laws and administrative regulations;</p> <p>(II) if changes in the Bank's circumstances result in inconsistency with certain terms specified in the Articles of Association;</p> <p>(III) if the <u>Shareholders' meeting</u> adopts a resolution to amend the Articles of Association.</p>
<p>Article 309 Any amendments to be made to the Articles of Association pursuant to a resolution passed at the Shareholders' general meeting</p>	<p>Article 236 Any amendments to be made to the Articles of Association pursuant to a resolution passed at the <u>Shareholders' meeting</u> which</p>

Original Articles	Articles after the Amendments
which needs to be approved by regulatory authorities shall be subject to the approval of the relevant regulatory authorities; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the laws.	needs to be approved by regulatory authorities shall be subject to the approval of the relevant regulatory authorities; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the laws.
Article 310 The Board of Directors shall amend the Articles of Association according to the resolutions on amending the Articles of Association passed at a Shareholders' general meeting and the approval opinions of the relevant regulatory authorities.	Article 237 The Board of Directors shall amend the Articles of Association according to the resolutions on amending the Articles of Association passed at a <u>Shareholders' meeting</u> and the approval opinions of the relevant regulatory authorities.
Chapter 17 Resolution of Disputes Article 311	/
Chapter 18 Supplementary Provisions	Chapter 16 Supplementary Provisions
<p>Article 312 Definitions</p> <p>.....</p> <p>(II) De facto controller means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(III) "Related relation" means the relation between the controlling shareholder, actual controller, directors, supervisors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related relation merely because they are both controlled by the State.</p> <p>.....</p> <p>(VII) The circumstances in which the "corporate governance mechanism fails" as</p>	<p>Article 238 Definitions</p> <p>...</p> <p>(II) De facto controller means a <u>natural person, legal person or other organization</u> who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(III) "Related relation" means the relation between the controlling shareholder, actual controller, directors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related relation merely because they are both controlled by the State.</p> <p>.....</p> <p>(VII) The circumstances in which the "corporate governance mechanism fails" as</p>

Original Articles	Articles after the Amendments
<p>referred to in the 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 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 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.</p>	<p>referred to in the 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 <u>Shareholders' meeting</u>; the failure of the Bank to convene a <u>Shareholders' meeting</u> for more than one consecutive year; the failure of the shareholders to vote at a <u>Shareholders' meeting</u> in accordance with the law or the proportion stipulated in the Articles of Association and cannot make an effective resolution at a <u>Shareholders' meeting</u> for more than one year in a row; a proposal for a capital increase due to insufficient capital adequacy 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.</p>
<p>Article 315 Unless otherwise specified herein, references to “above”, “within” and “under” shall include the actual given figures, while references to “beyond”, “less than” and “more than” shall exclude such actual given figures.</p>	<p>Article 241 Unless otherwise specified herein, references to “above”, “within” and “under” shall include the actual given figures, while references to <u>“majority”</u>, “beyond”, “less than” and “more than” shall exclude such actual given figures.</p>
<p>Article 317 After consideration and approval by the Shareholders' general meeting and approval by the banking regulatory authorities under the State Council, the Articles of Association shall become effective from the date of public offering of the H shares of the Bank on the Hong Kong Stock Exchange.</p>	<p>Article 243 After consideration and approval by the <u>Shareholders' meeting</u> and approval by the <u>national financial</u> regulatory authorities, the Articles of Association shall become effective.</p>
<p>/</p>	<p>Article 245 <u>Appendices to the Articles of Association comprise the Rules of Procedures for the Shareholders' Meeting and Rules of Procedures for the Board of Directors.</u></p>

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES FOR
THE SHAREHOLDERS' MEETING OF JINSHANG BANK CO., LTD.

Original Articles	Articles after the Amendments
<p>Article 1 To regulate the organization and conduct of Shareholders' General Meetings of Jinshang Bank Co., Ltd.(hereinafter referred to as the Bank), to ensure the exercise of powers and functions at Shareholders' General Meetings in accordance with the law, to protect the legitimate rights and interests of Shareholders and to enhance the efficiency of Shareholders' General Meetings, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the Company Law), the Commercial Banking Law of the People's Republic of China, 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), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the Hong Kong Listing Rules), the Provisional Rules on the Management of Equity Interests in Commercial Banks, the Corporate Governance Guidelines for Banking and Insurance Institutions, other laws, administrative regulations and rules, the securities regulatory rules of the places where the Bank's shares are listed and the Articles of Association of Jinshang Bank Co., Ltd. (hereinafter referred to as the Bank's Articles of Association), these Rules have been formulated.</p> <p>These Rules are applicable to the Shareholders' General Meetings of the Bank and shall be bounding upon the Bank and the Bank's shareholders, shareholder proxies, directors, supervisors, senior management staff and other relevant personnel attending the Shareholders' General Meetings.</p>	<p>Article 1 To regulate the organization and conduct of <u>Shareholders' Meetings</u> of Jinshang Bank Co., Ltd.(hereinafter referred to as the Bank), to ensure the exercise of powers and functions at <u>Shareholders' Meetings</u> in accordance with the law, to protect the legitimate rights and interests of Shareholders and to enhance the efficiency of <u>Shareholders' Meetings</u>, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the Company Law), the Commercial Banking Law of the People's Republic of China, <u>the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies,</u> the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the Hong Kong Listing Rules), the Provisional Rules on the Management of Equity Interests in Commercial Banks, the Corporate Governance Guidelines for Banking and Insurance Institutions, other laws, administrative regulations and rules, the securities regulatory rules of the places where the Bank's shares are listed and the Articles of Association of Jinshang Bank Co., Ltd. (hereinafter referred to as the Bank's Articles of Association), these Rules have been formulated.</p> <p>These Rules are applicable to the <u>Shareholders' Meetings</u> of the Bank and shall be bounding upon the Bank and the Bank's shareholders, shareholder proxies, directors, senior management staff and other relevant personnel attending the <u>Shareholders' Meetings.</u></p>

Original Articles	Articles after the Amendments
<p>Article 2 The Bank shall hold Shareholders' general meetings strictly in accordance with the laws, administrative regulations, regulations, rules of the place governing the listing of shares of the Bank, the Bank's Articles of Associations and these Rules so as to ensure that the shareholders can exercise their rights in accordance with the laws.</p> <p>The Board of the Bank shall duly perform its duties and organize Shareholders' general meetings prudently and as scheduled. The secretary to the Board and the Board office shall be responsible for preparing for and organizing Shareholders' general meetings. All the directors of the Bank shall be diligent and responsible so as to ensure that Shareholders' general meetings are held in an orderly manner and the functions and powers are exercised in accordance with the laws.</p>	<p>Article 2 The Bank shall hold <u>Shareholders' meetings</u> strictly in accordance with the laws, administrative regulations, regulations, rules of the place governing the listing of shares of the Bank, the Bank's Articles of Associations and these Rules so as to ensure that the shareholders can exercise their rights in accordance with the laws.</p> <p>The Board of the Bank shall duly perform its duties and organize <u>Shareholders' meetings</u> prudently and as scheduled. The secretary to the Board and the Board office shall be responsible for preparing for and organizing <u>Shareholders' meetings</u>. All the directors of the Bank shall be diligent and responsible so as to ensure that <u>Shareholders' meetings</u> are held in an orderly manner and the functions and powers are exercised in accordance with the laws.</p>
<p>Article 3 Shareholders' general meetings comprise all shareholders holding shares of the Bank in accordance with laws. Any shareholder holding shares of the Bank shall be entitled to attend in person or entrust a proxy to attend the Shareholders' general meetings, and enjoy the right of information, right to speak, right of inquiry, right of voting, and other shareholder rights pursuant to the laws, administrative regulations, rules, the Bank's Articles of Associations and the Rules hereof.</p> <p>Shareholders and shareholders' authorized proxies attending a Shareholders' general meeting shall comply with the relevant laws and regulations, rules, the Bank's Articles of Association and the Rules, and voluntarily safeguard the order of the meeting, and shall not infringe upon the legitimate rights and interests of other shareholders.</p>	<p>Article 3 <u>Shareholders' meetings</u> comprise all shareholders holding shares of the Bank in accordance with laws. Any shareholder holding shares of the Bank shall be entitled to attend in person or entrust a proxy to attend the <u>Shareholders' meetings</u>, and enjoy the right of information, right to speak, right of inquiry, right of voting, and other shareholder rights pursuant to the laws, administrative regulations, rules, the Bank's Articles of Associations and the Rules hereof.</p> <p>Shareholders and shareholders' authorized proxies attending a <u>Shareholders' meeting</u> shall comply with the relevant laws and regulations, rules, the Bank's Articles of Association and the Rules, and voluntarily safeguard the order of the meeting, and shall not infringe upon the legitimate rights and interests of other shareholders.</p>
<p>Chapter 2 Powers and functions of Shareholders' General Meeting</p>	<p>Chapter 2 Powers and functions of <u>Shareholders' Meeting</u></p>

Original Articles	Articles after the Amendments
<p>Article 5 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 guidelines and extremely important investment plans of the Bank;</p> <p>(II) electing and changing directors and determining the remuneration of directors;</p> <p>(III) electing and changing non-employee supervisors and determining the remuneration 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 Supervisors 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 related party transactions of the Bank which shall be considered and approved at the</p>	<p>Article 5 The <u>Shareholders' Meeting</u> is the authority of the Bank and shall exercise the following functions and powers according to laws:</p> <p><u>(I) electing and changing non-employee directors and determining the remuneration of directors;</u></p> <p><u>(II) reviewing and approving the reports of the Board of Directors;</u></p> <p><u>(III) listening to the evaluation results of the Audit Committee's comprehensive evaluation of duty performance of the Board and directors of the Bank, senior management and its members;</u></p> <p><u>(IV) reviewing and approving profit distribution plans and loss recovery plans of the Bank;</u></p> <p><u>(V) reviewing and approving extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee and related party transactions of the Bank which shall be considered and approved at the Shareholders' meeting as required by the laws, administrative regulations, rules and the securities supervision rules of the place where the shares of the Bank are listed;</u></p> <p><u>(VI) resolving on the increase or decrease in the registered capital of the Bank;</u></p> <p><u>(VII) resolving on the issuance of bonds or the listing of the Bank or authorize the Board to resolve on the issuance of bonds of the Bank;</u></p> <p><u>(VIII) resolving on the merger, division, dissolution, liquidation or change in the corporate form of the Bank;</u></p>

Original Articles	Articles after the Amendments
<p>Shareholders' general meeting as required by the laws, administrative regulations, rules and the securities supervision rules of the place where the shares of the Bank are listed;</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 Bank's Articles of Association;</p> <p>(XV) reviewing and approving the Rules of Procedures for the Shareholders' General Meeting, the Board of Directors and the Board of Supervisors;</p> <p>(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 Bank's Articles of Association;</p> <p>(XVII) resolving on the appointment, dismissal or non-reappointment of accounting firms of the Bank for regular legal audit of the Bank's financial statements;</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>(XIX) reviewing and approving matters relating to changes in the use of proceeds from share offerings;</p> <p>(XX) reviewing and approving the plans of the equity incentive scheme;</p>	<p><u>(IX) amending the Bank's Articles of Association;</u></p> <p><u>(X) reviewing and approving the Rules of Procedures for the Shareholders' Meeting and the Board of Directors;</u></p> <p><u>(XI) passing a resolution in relation to the acquisition of the shares of the Bank in accordance with the requirements of the laws and the Bank's Articles of Association;</u></p> <p><u>(XII) resolving on the appointment, dismissal or non-reappointment of accounting firms of the Bank for regular legal audit of the Bank's financial statements;</u></p> <p><u>(XIII) 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;</u></p> <p><u>(XIV) reviewing and approving matters relating to changes in the use of proceeds from share offerings;</u></p> <p><u>(XV) reviewing and approving the plans of the equity incentive scheme;</u></p> <p><u>(XVI) reviewing the proposals by the shareholders individually or jointly holding more than 1% of the voting shares of the Bank;</u></p> <p><u>(XVII) reviewing and approving other issues which should be determined by the Shareholders' meeting as stipulated by laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Bank's Articles of Association.</u></p>

Original Articles	Articles after the Amendments
<p>(XXI) 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 Bank's Articles of Association.</p> <p>The above matters falling within the authority of the Shareholders' general meeting shall not be granted to the Board, other institutions or individuals.</p>	<p><u>Authority of a Shareholders' meeting as stipulated by the Company Law and the Corporate Governance Guidelines for Banking and Insurance Institutions, shall not be granted to the Board, other institutions or individuals.</u></p>
<p>Chapter 3 Convening of Shareholders' General Meetings</p>	<p>Chapter 3 Convening of <u>Shareholders' Meetings</u></p>
<p>Article 6 Shareholders' general meetings are classified into annual general meetings and extraordinary general meetings.</p>	<p>Article 6 <u>Shareholders' meetings</u> are classified into annual <u>Shareholders' meetings</u> and extraordinary <u>Shareholders' meetings</u>.</p>
<p>Article 7 The annual general meeting shall be held once a year within six months after the last fiscal year ends. If the annual general meeting needs to be postponed for special reasons, a report shall be made to relevant regulatory authorities in a timely manner and reasons for postponement shall be given.</p>	<p>Article 7 The annual <u>Shareholders' meeting</u> shall be held once a year within six months after the last fiscal year ends. If the annual <u>Shareholders' meeting</u> needs to be postponed for special reasons, a report shall be made to relevant regulatory authorities in a timely manner and reasons for postponement shall be given.</p>
<p>Article 8 The Bank shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of directors falls short of the quorum required by the Company Law or is less than two thirds of the number stipulated in the Bank's Articles of Association;</p>	<p>Article 8 The Bank shall convene an extraordinary <u>Shareholders' meeting</u> within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of directors falls short of the quorum required by the Company Law or is less than two thirds of the number stipulated in the Bank's Articles of Association;</p>

Original Articles	Articles after the Amendments
<p>(II) the outstanding loss of the Bank is at least one third of the Bank's total paid-up share capital;</p> <p>(III) shareholders (hereinafter referred to as proposing shareholders) who individually or jointly hold above 10% of the total voting shares of the Bank have requested to convene the meeting in writing; the amount of shareholding above shall be calculated as of the date on which the shareholders raise a request in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) above half of the independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene the meeting);</p> <p>(VI) the Board of Supervisors proposes to convene the meeting;</p> <p>(VII) above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene the meeting);</p> <p>(VIII) any other circumstances as stipulated by the laws, administrative regulations, rules, rule governing securities of the place where shares of the Bank are listed or the Bank's Articles of Association.</p> <p>Regarding the circumstance in (II) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank knows about the occurrence of the circumstance.</p>	<p>(II) the outstanding loss of the Bank is at least one third of the Bank's total paid-up share capital;</p> <p>(III) shareholders (hereinafter referred to as proposing shareholders) who individually or jointly hold above 10% of the total voting shares of the Bank have requested to convene the meeting in writing; the amount of shareholding above shall be calculated as of the date on which the shareholders raise a request in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) above half of the independent directors propose to convene the meeting (if there are only two independent directors, then the two independent directors unanimously propose to convene the meeting);</p> <p>(VI) the <u>Audit Committee of the Board</u> proposes to convene the meeting;</p> <p><u>(VII)</u> any other circumstances as stipulated by the laws, administrative regulations, rules, rule governing securities of the place where shares of the Bank are listed or the Bank's Articles of Association.</p> <p>Regarding the circumstance in (II) above, the time limit for convening an extraordinary <u>Shareholders' meeting</u> shall start from the date when the Bank knows about the occurrence of the circumstance.</p>

Original Articles	Articles after the Amendments
<p>Article 9 The venue of Shareholders' general meetings of the Bank shall be the address of the Bank or other place specified in the notice of Shareholders' general meeting. A venue shall be set for Shareholders' general meetings which shall be held onsite. When conditions permit, the Bank may provide network or any other means for its shareholders to conveniently participate in Shareholders' general meetings according to relevant provisions. Shareholders participating in the Shareholders' general meetings by any aforesaid means shall be deemed as having attended the meetings.</p>	<p>Article 9 The venue of <u>Shareholders' meetings</u> of the Bank shall be the address of the Bank or other place specified in the notice of <u>Shareholders' meeting</u>. A venue shall be set for <u>Shareholders' meetings</u> which shall be held onsite. When conditions permit, the Bank may provide network or any other means for its shareholders to conveniently participate in <u>Shareholders' meetings</u> according to relevant provisions. Shareholders participating in the <u>Shareholders' meetings</u> by any aforesaid means shall be deemed as having attended the meetings.</p>
<p>Chapter 4 Convening of Shareholders' General Meetings</p>	<p>Chapter 4 Convening of <u>Shareholders' Meetings</u></p>
<p>Article 10 The Board shall convene Shareholders' general meetings within the period prescribed by the Bank's Articles of Association and these Rules.</p> <p>If the Board is unable or fails to fulfil the obligation of convening Shareholders' general meetings, the Board of Supervisors shall duly convene and preside over such meetings. If the Board of Supervisors does not convene or preside over such meetings, the shareholders (hereinafter referred to as convening shareholders) separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative.</p>	<p>Article 10 The Board shall convene <u>Shareholders' meetings</u> within the period prescribed by the Bank's Articles of Association and these Rules.</p> <p>If the Board is unable or fails to fulfil the obligation of convening <u>Shareholders' meetings</u>, the shareholders (hereinafter referred to as convening shareholders) separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative.</p>
<p>Article 11 The Bank shall convene an extraordinary general meeting within two months upon proposal by more than half and not less than two of the independent directors.</p> <p>If the extraordinary general meeting is not convened within the period prescribed by the Company Law and the Articles of Association, the Bank shall submit a written report to the regulatory authorities and explain the reasons.</p>	<p>Article 11 The Bank shall convene an extraordinary <u>Shareholders' meeting</u> within two months upon proposal by more than half and not less than two of the independent directors.</p> <p>If the extraordinary <u>Shareholders' meeting</u> is not convened within the period prescribed by the Company Law and the <u>Bank's</u> Articles of Association, the Bank shall submit a written report to the regulatory authorities and explain the reasons.</p>

Original Articles	Articles after the Amendments
<p>Article 12 The Board of Supervisors or more than half of the external supervisors shall have the right to propose in writing to the Board to convene an extraordinary <u>general meeting</u> (if there are only two external supervisors, then the two external supervisors unanimously agree to convene the meeting). The Board shall, pursuant to relevant laws, administrative regulations and the Bank's Articles of Association, give a written reply on whether to convene the extraordinary <u>general meeting</u> within 10 days after receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary <u>general meeting</u>, it shall serve a notice of the extraordinary <u>general meeting</u> within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the Board of Supervisors is required.</p> <p>If the Board does not agree to hold the extraordinary <u>general meeting</u> or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary <u>general meeting</u>, and the Board of Supervisors may convene and preside over the meeting by itself.</p>	<p>Article 12 <u>The Audit Committee of the Board</u> shall have the right to propose in writing to the Board to convene an extraordinary <u>Shareholders' meeting</u>. The Board shall, pursuant to relevant laws, administrative regulations and the Bank's Articles of Association, give a written reply on whether to convene the extraordinary <u>Shareholders' meeting</u> within 10 days after receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary <u>Shareholders' meeting</u>, it shall serve a notice of the extraordinary <u>Shareholders' meeting</u> within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the <u>Audit Committee of the Board</u> is required.</p> <p>If the Board does not agree to hold the extraordinary <u>Shareholders' meeting</u> or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary <u>Shareholders' meeting</u>, and the <u>Audit Committee of the Board</u> may convene and preside over the meeting by itself.</p>
<p>Article 13 If proposing shareholders require convening an extraordinary <u>general meeting</u> or <u>class meeting</u> (hereinafter referred to as <u>relevant meeting</u>), the following procedure shall be followed:</p> <p>Proposing shareholders shall have the right to request the Board in writing to convene a relevant meeting. The Board shall, pursuant to relevant laws, administrative regulations and the Bank's Articles of Association, give a written reply on whether to convene the relevant meeting within 10 days after receipt of the request.</p>	<p>Article 13 If proposing shareholders require convening an extraordinary <u>Shareholders' meeting</u>, the following procedure shall be followed:</p> <p>Proposing shareholders shall have the right to request the Board in writing to convene a relevant meeting. The Board shall, pursuant to relevant laws, administrative regulations and the Bank's Articles of Association, give a written reply on whether to convene the relevant meeting within 10 days after receipt of the request.</p>

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<p>Where the Board agrees to convene the relevant meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.</p>	<p>Where the Board agrees to convene the relevant meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.</p>
<p>Where the Board does not agree to convene the relevant meeting, or fails to give any reply within 10 days after receipt of the request, the proposing shareholders shall have the right to request the Board of Supervisors in writing to convene the relevant meeting.</p>	<p>Where the Board does not agree to convene the relevant meeting, or fails to give any reply within 10 days after receipt of the request, the proposing shareholders shall have the right to request the <u>Audit Committee of the Board</u> in writing to convene the relevant meeting.</p>
<p>If the Board of Supervisors agrees to convene the relevant meeting, it shall serve a notice of such meeting within 5 days after receiving the request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholders is required.</p>	<p>If the <u>Audit Committee of the Board</u> agrees to convene the relevant meeting, it shall serve a notice of such meeting within 5 days after receiving the request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholders is required.</p>
<p>If the Board of Supervisors fails to give the notice of the relevant meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the relevant meeting, and convening shareholders shall have the right to convene and preside over such meeting by themselves.</p>	<p>If the <u>Audit Committee of the Board</u> fails to give the notice of the relevant meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the relevant meeting, and convening shareholders shall have the right to convene and preside over such meeting by themselves.</p>
<p>Where the Board of Supervisors or shareholders convene and hold the meetings on its/their own initiative because the Board fails to convene the meetings pursuant to the aforesaid provisions, the reasonable expenses incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting directors.</p>	
<p>Article 14 Where the Board of Supervisors or shareholders decide to convene a Shareholders' general meeting on its/their own initiative, it/they shall notify the Board in writing and give a notice of the Shareholders' general meeting, with relevant contents complying with Article 84 of the Bank's</p>	<p>Article 14 Where the <u>Audit Committee of the Board</u> or shareholders decide to convene a <u>Shareholders' meeting</u> on its/their own initiative, it/they shall notify the Board in writing and give a notice of the <u>Shareholders' meeting</u>, with relevant contents complying with <u>Article 83</u> of the Bank's</p>

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<p>Articles of Association and the following provisions: no new contents shall be added to the resolutions, otherwise convening shareholders or the Board of Supervisors shall resubmit the request to convene a Shareholders' general meeting to the Board according to the above procedures.</p> <p>Prior to the announcement of the resolutions of the Shareholders' general meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%.</p>	<p>Articles of Association and the following provisions: no new contents shall be added to the resolutions, otherwise <u>convening shareholders or the Audit Committee of the Board</u> shall resubmit the request to convene a <u>Shareholders' meeting</u> to the Board according to the above procedures.</p> <p>Prior to the announcement of the resolutions of the <u>Shareholders' meeting</u>, the shareholding ratio of the convening shareholders shall not be lower than 10%.</p>
<p>Article 15 With regard to a Shareholders' general meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation, and the Board shall provide a register of shareholders as of the shareholding registration date. The convener shall not use the share register for purposes other than convening the Shareholders' general meeting.</p>	<p>Article 15 With regard to a <u>Shareholders' meeting</u> convened by <u>the Audit Committee of the Board</u> or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation, and the Board shall provide a register of shareholders as of the shareholding registration date. The convener shall not use the share register for purposes other than convening the <u>Shareholders' meeting</u>. <u>The necessary expenses of the Shareholders' meeting convened by the Audit Committee or the shareholders itself/ themselves shall be borne by the Bank.</u></p>
<p>Chapter 5 Proposals and Notices of Shareholders' General Meetings</p>	<p>Chapter 5 Proposals and Notices of <u>Shareholders' Meetings</u></p>
<p>Article 16 The content of a proposal at a Shareholders' general meeting shall be within the authority of the Shareholders' general meeting, shall have specific issues for discussion and matters to be resolved, and shall comply with the relevant provisions of laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Bank's Articles of Association.</p>	<p>Article 16 The content of a proposal at a <u>Shareholders' meeting</u> shall be within the authority of the <u>Shareholders' meeting</u>, shall have specific issues for discussion and matters to be resolved, and shall comply with the relevant provisions of laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Bank's Articles of Association.</p>
<p>Article 17 Where the Bank convenes a Shareholders' general meeting, the Board, the Board of Supervisors, and shareholders individually or jointly holding more than 3% of the total voting shares of the Bank shall have</p>	<p>Article 17 Where the Bank convenes a <u>Shareholders' meeting</u>, the Board and shareholders individually or jointly holding more than <u>1</u>% of the total voting shares of the Bank shall have the right to put forward</p>

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<p>the right to put forward proposals to the Bank, and the Bank shall place matters in the said proposals on the agenda of the said Shareholders' general meeting if the such matters fall within the authority of Shareholders' general meetings.</p> <p>Shareholders individually or jointly holding more than 3% of the total voting shares of the Bank may submit written provisional proposals to the convener 10 days before the Shareholders' general meeting. The convener shall serve a supplementary notice of Shareholders' general meeting within 2 days after receipt of the provisional proposals and announce the contents of the said provisional proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of Shareholders' general meeting or add any new proposal after the announcement of the said notice is issued.</p> <p>Proposals not set out in the notice of Shareholders' general meeting or not complying with Article 80 of the Bank's Articles of Association shall not be voted on or resolved at the Shareholders' general meeting.</p>	<p>proposals to the Bank, and the Bank shall place matters in the said proposals on the agenda of the said <u>Shareholders' meeting</u> if such matters fall within the authority of <u>Shareholders' meetings</u>.</p> <p>Shareholders individually or jointly holding more than <u>1</u>% of the total voting shares of the Bank may submit written provisional proposals to the convener 10 days before the <u>Shareholders' meeting</u>. <u>The provisional proposals shall have definite themes and specific matters for resolution.</u> The convener shall serve a supplementary notice of <u>Shareholders' meeting</u> within 2 days after receipt of the provisional proposals and announce the contents of the said provisional proposals, <u>and submit the provisional proposals to the Shareholders' meeting for consideration, except where the provisional proposals are in violation of laws, administrative regulations or the Bank's Articles of Association or does not fall into the terms of reference of the Shareholders' meeting.</u></p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of <u>Shareholders' meeting</u> or add any new proposal after the announcement of the said notice is issued.</p> <p>Proposals not set out in the notice of <u>Shareholders' meeting</u> or not complying with <u>Article 79</u> of the Bank's Articles of Association shall not be voted on or resolved at the <u>Shareholders' meeting</u>.</p>
<p>Article 18 When the Bank is to convene a Shareholders' general meeting, the conveners shall notify all shareholders the date and venue of the meeting and the matters to be considered at the meeting at least 20 working days prior to convening the meeting (excluding the date of the notice and the date of the meeting). In the</p>	<p>Article 18 When the Bank is to convene an <u>annual Shareholders' meeting</u>, the conveners shall notify all shareholders the date and venue of the meeting and the matters to be considered at the meeting at least 20 working days prior to convening the meeting (excluding the date of the notice and the date of the meeting). In the</p>

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<p>case of an extraordinary Shareholders' general meeting, the convenor shall notify all shareholders at least 15 or 10 working days (whichever is longer and excluding the date of the notice and the date of the meeting).</p> <p>If laws, regulations and securities regulatory authorities in the place where the securities of the Bank are listed have special provisions, such provision shall apply.</p>	<p>case of an extraordinary <u>Shareholders' meeting</u>, the convenor shall notify all shareholders at least 15 or 10 working days (whichever is longer and excluding the date of the notice and the date of the meeting).</p> <p>If laws, regulations and securities regulatory authorities in the place where the securities of the Bank are listed have special provisions, such provision shall apply.</p>
<p>Article 19 Pursuant to the provisions stated in Article 82 in the Bank's Articles of Association, upon the issuance of notice convening the Shareholders' general meeting, the Bank may convene the Shareholders' general meeting.</p>	<p>Article 19 Pursuant to the provisions stated in <u>Article 81</u> in the Bank's Articles of Association, upon the issuance of notice convening the <u>Shareholders' meeting</u>, the Bank may convene the <u>Shareholders' meeting</u>.</p>
<p>Article 20 The notice of a Shareholders' general meeting shall meet the following requirements:</p> <p>(I) be made in writing;</p> <p>(II) specify the venue, date and time of the meeting;</p> <p>(III) state matters to be discussed at the meeting;</p> <p>(IV) provide all necessary information and explanation to enable shareholders to make wise decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or other reorganization of the Bank, are involved, the detailed terms and contracts (if any) of the proposed transaction and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</p>	<p>Article 20 The notice of a <u>Shareholders' meeting</u> shall meet the following requirements:</p> <p><u>(I) specify the time, venue and duration of the meeting;</u></p> <p><u>(II) state matters and proposals to be submitted for consideration at the meeting;</u></p> <p><u>(III) state clearly that all holders of ordinary shares are entitled to attend the Shareholders' meeting and may appoint proxy(ies) in writing to attend and vote on their behalf and such proxies need not be a shareholder;</u></p> <p><u>(IV) specify the shareholding registration date of the shareholders who are entitled to attend the Shareholders' meeting;</u></p> <p><u>(V) specify the name and phone number of the contact person of the meeting;</u></p> <p><u>(VI) time of voting and procedures of voting;</u></p>

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<p>(V) if any of the directors, supervisors, president and other senior management staff have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on a director, supervisor, president and other senior management staff acting as shareholders from that on other shareholders of that same class, they shall explain this difference;</p> <p>(VI) set forth the full text of any special resolution proposed to be adopted at the meeting;</p> <p>(VII) state clearly that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxies need not be a shareholder;</p> <p>(VIII) specify the shareholding registration date of the shareholders who are entitled to attend the Shareholders' general meeting;</p> <p>(IX) specify the time and address for serving the power of attorney for voting at the meeting;</p> <p>(X) specify the name and phone number of the contact person of the meeting;</p> <p>(XI) other requirements stipulated by relevant laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Banks' Articles of Association.</p>	<p><u>(VII) other requirements stipulated by relevant laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Bank's Articles of Association.</u></p>
<p>Article 21 The notices of Shareholders' general meeting shall sufficiently and completely disclose the particulars of all proposals. Where the matters to be discussed require the opinion of the independent directors, the opinion of the independent directors and the</p>	<p>Article 21 The notices of <u>Shareholders' meeting</u> shall sufficiently and completely disclose the particulars of all proposals. Where the matters to be discussed require the opinion of the independent directors, the opinion of the independent directors and the reasons therefor shall be disclosed at the same time when the notice of <u>Shareholders' meeting</u> is issued.</p>

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<p>reasons therefor shall be disclosed at the same time when the notice of Shareholders' general meeting is issued.</p>	
<p>Article 22 If the election of directors or supervisors is proposed to be discussed at a Shareholders' general meeting, the notice of meeting shall adequately disclose the detailed information of the director or supervisor candidates according to relevant laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Bank's Articles of Association, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experiences, and concurrent positions;</p> <p>(II) whether one has any related party relationship with the Bank or its controlling shareholders and de facto controllers;</p> <p>(III) disclosure of the number of shares of the Bank one holds;</p> <p>(IV) whether one has been punished by the banking regulatory institutions, securities regulatory authorities and any other relevant authorities or the reprimand of the stock exchange;</p> <p>(V) information about the newly appointed or transferred directors or supervisors that needs to be disclosed according to the rules governing securities of the place where shares of the Bank are listed.</p>	<p>Article 22 If the election of directors is proposed to be discussed at a <u>Shareholders' meeting</u>, the notice of meeting shall adequately disclose the detailed information of the director candidates according to relevant laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Bank's Articles of Association, which shall at least include:</p> <p>(I) personal particulars, including educational background, work experiences, and concurrent positions;</p> <p>(II) whether one has any related party relationship with the Bank or its controlling shareholders and de facto controllers;</p> <p>(III) disclosure of the number of shares of the Bank one holds;</p> <p>(IV) whether one has been punished by the <u>national financial</u> regulatory institutions, securities regulatory authorities and any other relevant authorities or the reprimand of the stock exchange;</p> <p>(V) information about the newly appointed or transferred directors or supervisors that needs to be disclosed according to the rules governing securities of the place where shares of the Bank are listed.</p> <p><u>Unless a director is elected via the cumulative voting system, each candidate for a director shall be proposed via a single proposal.</u></p>
<p>Article 23 The notice of Shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders (regardless of</p>	<p>/</p>

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<p>whether they have voting rights at the Shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of Shareholders' general meeting may be in the form of an announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities of the State Council. All holders of domestic shares shall be deemed as having been notified of the forthcoming Shareholders' general meeting once the announcement is published.</p> <p>Subject to the laws, administrative regulations, rules, rules governing securities of the place where shares of the Bank are listed and the Bank's Articles of Association, the Bank may also send the aforesaid notices of Shareholders' general meeting to the holders of H Shares through the websites of the Bank and the Stock Exchange of Hong Kong Limited in lieu of by hand or prepaid mail.</p>	
<p>Article 24 The accidental omission to give notice of a meeting to, or the failure to receive the notice of a meeting by, any person entitled to receive such notice, shall not invalidate the meeting and the resolutions adopted thereat.</p>	/
<p>Article 25 After issuing a notice of Shareholders' general meeting, the Shareholders' general meeting shall not be delayed or cancelled and proposals listed in the notice shall not be called off without justified reasons. Once delay or cancellation occurs, the convener shall make announcement and explanation at least 2 workdays before the original convening date.</p>	<p>Article 23 After issuing a notice of <u>Shareholders' meeting</u>, the <u>Shareholders' meeting</u> shall not be delayed or cancelled and proposals listed in the notice shall not be called off without justified reasons. Once delay or cancellation occurs, the convener shall make announcement and explanation at least 2 workdays before the original convening date.</p>
<p>Article 26 All shareholders of the Bank in the register of shareholders or proxies thereof shall be entitled to attend Shareholders' general</p>	<p>Article 24 All shareholders of the Bank in the register of shareholders or proxies thereof shall be entitled to attend <u>Shareholders'</u></p>

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<p>meetings and exercise their voting rights pursuant to relevant laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Bank's Articles of Association.</p> <p>A shareholder may either attend the Shareholders' general meetings in person or appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on his/her behalf.</p> <p>A proxy may exercise the following rights pursuant to the authorization by that shareholder:</p> <p>(I) shareholder's right to speak at the Shareholders' general meeting;</p> <p>(II) the right to individually or jointly request to vote by ballot;</p> <p>(III) the right to vote by show of hands or ballot, but when more than one proxy has been appointed, the proxies only have the right to vote by ballot.</p>	<p><u>meetings</u> and exercise their voting rights pursuant to relevant laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed and the Bank's Articles of Association.</p>
<p>Article 27 Any shareholder who appoints a proxy to attend the meeting shall sign a power of attorney in writing. The power of attorney issued by a shareholder to appoint a proxy to attend a Shareholders' general meeting shall specify:</p> <p>(I) the name of the proxy;</p> <p>(II) whether or not the proxy has any voting right;</p> <p>(III) directive to vote for or against or abstain from voting on each and every issue included in the agenda of the Shareholders' general meeting;</p>	<p>Article 25 Any shareholder who appoints a proxy to attend the meeting shall sign a power of attorney in writing. The power of attorney issued by a shareholder to appoint a proxy to attend a <u>Shareholders' meeting</u> shall specify:</p> <p><u>(I) the name of the principal, and the class and number of shares held in the Bank;</u></p> <p><u>(II) the name of the proxy;</u></p> <p><u>(III) the specific directives of the shareholders, including directive to vote for or against or abstain from voting on each and every issue included in the agenda of the Shareholders' meeting;</u></p>

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<p>(IV) the date of issue and validity period of the power of attorney;</p> <p>(V) signature (or seal) of the principal or signature of his/her attorney duly authorized in writing. If the principal is a corporate shareholder, the corporate seal shall be affixed;</p> <p>(VI) the number of shares held by the principal represented by the proxy.</p>	<p><u>(IV) the date of issue and validity period of the power of attorney;</u></p> <p><u>(V) signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.</u></p>
<p>Article 28 Shareholders or their proxies attending the Shareholders' general meeting shall register at the time and place designated in the notice of the meeting.</p>	<p><u>Article 26</u> Shareholders or their proxies attending the <u>Shareholders' meeting</u> shall register at the time and place designated in the notice of the meeting.</p>
<p>Article 30 The power of attorney for voting shall be placed at the domicile of the Bank or at other place designated in the notice of meeting, and at least 24 hours prior to either the convening of relevant meeting at which the resolutions are to be voted on or the designated voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be placed at the domicile of the Bank or any other place designated in the notice of meeting.</p> <p>Where the principal is a legal person, his/her legal representative or a person authorized by the Board or other decision-making bodies shall attend the Shareholders' general meeting of the Bank. In the event that a corporate shareholder appoints his/her representative to attend a meeting, the Bank shall have the right to request the representative to present his/her identity card and the counterpart of the notarized resolution or power of attorney for the appointment of the representative issued by</p>	<p><u>Article 28</u> Where such a power of attorney <u>authorizing proxies for voting</u> is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents together with the power of attorney <u>for voting are</u> placed at the domicile of the Bank or any other place designated in the notice of meeting.</p> <p><u>Article 29</u> In the event that a corporate shareholder appoints his/her representative to attend a meeting, the Bank shall have the right to request the representative to present his/her identity card and the counterpart of the notarized resolution or power of attorney for the appointment of the representative issued by the Board or other authorities of the corporate shareholder (except for recognized clearing houses or agents thereof).</p> <p>If the shareholder is a recognized clearing house or agent thereof as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), the said shareholder may authorize one or more persons as he/she deems appropriate to act on his/her behalf at any <u>Shareholders' meeting</u>; however, where</p>

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<p>the Board or other authorities of the corporate shareholder (except for recognized clearing houses or agents thereof).</p> <p>If the shareholder is a recognized clearing house or agent thereof as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), the said shareholder may authorize one or more persons as he/she deems appropriate to act on his/her behalf at any Shareholders' general meeting or class meeting; however, where two or more persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by personnel authorized by the recognized clearing house. The persons thus authorized may attend meetings and exercise rights on behalf of the recognized clearing house or agent thereof (without presenting shareholding certificate, notarized power of attorney and/or further evidence to prove that they have been duly authorized) as if the said persons were the individual shareholders of the Bank.</p>	<p>two or more persons are thus authorized, the power of attorney shall specify the numbers and classes of shares involved by the said persons. The power of attorney shall be signed by personnel authorized by the recognized clearing house. The persons thus authorized may attend meetings and exercise rights on behalf of the recognized clearing house or agent thereof (without presenting shareholding certificate, notarized power of attorney and/or further evidence to prove that they have been duly authorized) as if the said persons were the individual shareholders of the Bank.</p>
<p>Article 31 Any format issued to a shareholder by the Board of the Bank for appointing a proxy shall provide the shareholder with the flexibility to instruct the proxy to vote for or against or abstain from voting, and give directives on each of the issues for discussion to be decided at the meeting. The power of attorney shall specify that in default of directives, the proxy may vote as he/she thinks fit.</p>	<p>/</p>
<p>Article 32 If the principal has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization to sign the appointment or has transferred relevant shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the</p>	<p>/</p>

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relevant meeting, the vote cast by the proxy in accordance with the power of attorney shall remain valid.	
Article 35 The transportation, accommodation, and meal expenses incurred by shareholders or their proxies attending the Shareholders' general meeting shall be borne by themselves.	<u>Article 32</u> The transportation, accommodation, and meal expenses incurred by shareholders or their proxies attending the <u>Shareholders' meeting</u> shall be borne by themselves.
Article 36 All directors, supervisors and secretary of the Board shall attend Shareholders' general meetings of the Bank, and the president and other senior management staff shall be present at the meetings.	<u>Article 33</u> <u>When convening a Shareholders' meeting which requires attendance of directors, the president and other senior management staff, the directors</u> and the president and other senior management staff shall be present at the meetings <u>and answer shareholders' enquiries.</u>
Article 37 Shareholders or their proxies who attend the Shareholders' general meeting shall comply with the relevant laws and regulations, the Bank's Articles of Association and these Rules and shall take initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of the Bank and other shareholders.	<u>Article 34</u> Shareholders or their proxies who attend the <u>Shareholders' meeting</u> shall comply with the relevant laws and regulations, the Bank's Articles of Association and these Rules and shall take initiative to maintain the order of the meeting and shall not infringe the legitimate rights and interests of the Bank and other shareholders.
Article 38 The Board or any other convener shall take necessary measures to ensure the proper order of the Shareholders' general meeting . The Board or any other convener shall take measures to stop any act disturbing the Shareholders' general meeting , seeking trouble or infringing upon the legitimate rights and interests of shareholders, and shall responsively report such act to relevant authorities for investigation and treatment.	<u>Article 35</u> The Board or any other convener shall take necessary measures to ensure the proper order of the <u>Shareholders' meeting</u> . The Board or any other convener shall take measures to stop any act disturbing the <u>Shareholders' meeting</u> , seeking trouble or infringing upon the legitimate rights and interests of shareholders, and shall responsively report such act to relevant authorities for investigation and treatment.
Article 39 The venue of Shareholders' general meetings of the Bank shall be the address of the Bank or other place specified in the notice of Shareholders' general meeting . A venue shall be set for Shareholders' general meetings which shall be held onsite. When conditions permit, the Bank may provide network or any other means for its	<u>Article 36</u> The venue of <u>Shareholders' meetings</u> of the Bank shall be the address of the Bank or other place specified in the notice of <u>Shareholders' meetings</u> . A venue shall be set for <u>Shareholders' meetings</u> which shall be held onsite. When conditions permit, the Bank may provide network or any other means for its

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<p>shareholders to conveniently participate in Shareholders' general meetings according to relevant provisions. Shareholders participating in the Shareholders' general meetings by any aforesaid means shall be deemed as having attended the meetings.</p>	<p>shareholders to conveniently participate in <u>Shareholders' meetings</u> according to relevant provisions. Shareholders participating in the <u>Shareholders' meetings</u> by any aforesaid means shall be deemed as having attended the meetings.</p>
<p>Article 40 A Shareholders' general meeting shall be convened by the Board and presided over by the chairman of the Board. In the event that the chairman is incapable of performing or is not performing his/her duties, the meeting shall be presided over by the vice chairman (by the vice chairman elected by more than half of the directors if there are two vice chairmen). In the event that the vice chairman is incapable of performing or is not performing his/her duties, a director nominated by more than half of the directors shall preside over the meeting. If no presider is appointed, a person may be elected at the Shareholders' general meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof other than HKSCC Nominees Limited) holding the most voting shares thereat shall preside over the meeting.</p> <p>A Shareholders' general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is unable or fails to perform his/her duties, more than half of the supervisors shall jointly elect a supervisor to perform relevant duties.</p> <p>A Shareholder's general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.</p>	<p>Article 37 A <u>Shareholders' meeting</u> shall be convened by the Board and presided over by the chairman of the Board. In the event that the chairman is incapable of performing or is not performing his/her duties, the meeting shall be presided over by the vice chairman (by the vice chairman elected by <u>a majority</u> of the directors if there are two vice chairmen). In the event that the vice chairman is incapable of performing or is not performing his/her duties, a director nominated by <u>a majority</u> of the directors shall preside over the meeting. If no presider is appointed, a person may be elected at the <u>Shareholders' meeting</u> to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof other than HKSCC Nominees Limited) holding the most voting shares thereat shall preside over the meeting.</p> <p>A <u>Shareholders' meeting</u> convened by the <u>Audit Committee of the Board</u> itself shall be presided over by the <u>convener of the Audit Committee</u>. Where the <u>convener of the Audit Committee</u> is unable or fails to perform his/her duties, <u>a majority of member of the Audit Committee</u> shall jointly elect a <u>member of the Audit Committee</u> to perform relevant duties.</p> <p>A <u>Shareholder's meeting</u> convened by the shareholders themselves shall be presided over by <u>the convener or by a representative it elected</u>.</p>

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<p>When a Shareholders' general meeting is held and the presider violates relevant rules of procedure which makes it difficult for the Shareholders' general meeting to continue, a person may be elected at the Shareholders' general meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.</p>	<p>When a <u>Shareholders' meeting</u> is held and the presider violates relevant rules of procedure which makes it difficult for the <u>Shareholders' meeting</u> to continue, a person may be elected at the <u>Shareholders' meeting</u> to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.</p>
<p>Article 41 The Board of Directors and the Board of Supervisors shall report their work in the previous year at the annual general meeting. Every independent director shall also make his/her work reports.</p>	<p>Article 38 The Board of Directors shall report their work in the previous year at the annual <u>Shareholders' meeting</u>. Every independent director shall also make his/her work reports.</p>
<p>Article 42 Shareholders shall have the right to make enquiries and suggestions at the Shareholders' general meeting and the Board and the Board of Supervisors shall designate directors, supervisors or senior management staff as required by shareholders to answer enquiries.</p> <p>Except that the trade secrets of the Bank are involved and cannot be disclosed at the Shareholders' general meeting, the directors, supervisors and senior management staff shall respond and give explanation to inquiries and recommendations from shareholders at the Shareholders' general meeting.</p>	<p>Article 39 Shareholders shall have the right to make enquiries and suggestions at the <u>Shareholders' meeting</u> and the Board shall designate directors or senior management staff as required by shareholders to answer enquiries.</p> <p>Except that the trade secrets of the Bank are involved and cannot be disclosed at the <u>Shareholders' meeting</u>, the directors and senior management staff shall respond and give explanation to inquiries and recommendations from shareholders at the <u>Shareholders' meeting</u>.</p>
<p>Article 44 The Shareholders' general meeting shall review the issues and proposals one by one in accordance with the meeting agenda. Reasonable time shall be allocated for discussion of each proposal at the Shareholders' general meeting.</p>	<p>Article 41 The <u>Shareholders' meeting</u> shall review the issues and proposals one by one in accordance with the meeting agenda. Reasonable time shall be allocated for discussion of each proposal at the <u>Shareholders' meeting</u>.</p>
<p>Article 47 Independent directors shall give independent opinions on the following important matters at the Shareholders' general meeting:</p> <p>(I) nomination, appointment and dismissal of directors;</p>	<p>Article 44 Independent directors shall give independent opinions on the following important matters at the <u>Shareholders' meeting</u>:</p> <p><u>(I) material related party transactions;</u></p>

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<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, regularity and the implementation of the internal approval procedure of important related party transactions and extremely material related party transactions of the Bank;</p> <p>(V) profit distribution plan;</p> <p>(VI) matters which independent directors deem likely to cause serious losses to the Bank or harm the legitimate rights and interests of depositors and minority shareholders and other stakeholders;</p> <p>(VII) appointment of external auditor;</p> <p>(VIII) other matters specified in relevant laws, administrative regulations or the Bank's 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><u>(II) nomination, appointment or removal of directors and engagement and dismissal of senior management staff;</u></p> <p><u>(III) remunerations of directors and senior management staff of the Bank;</u></p> <p><u>(IV) profit distribution plan;</u></p> <p><u>(V) appointment or dismissal of accounting firm that provides regular statutory audit on financial reports of the Bank;</u></p> <p><u>(VI) other matters which may have material effects on the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</u></p> <p><u>(VII) matters specified in relevant laws, administrative regulations or the Bank's Articles of Association.</u></p>
<p>Article 48 A shareholder (including his/her proxy) who vote at a Shareholders' general meeting shall exercise his/her voting rights based on the number of shares with voting rights held. Each share shall have one vote. However, the shares held by the Bank have no voting rights, and that part of shares is not counted in the total number of shares with voting rights that is held by shareholders attending the meeting.</p> <p>If any laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed, Hong Kong Listing</p>	<p>Article 45 A shareholder (including his/her proxy) who vote at a <u>Shareholders' meeting</u> shall exercise his/her voting rights based on the number of shares with voting rights held. Each share shall have one vote. However, the shares held by the Bank have no voting rights, and that part of shares is not counted in the total number of shares with voting rights that is held by shareholders attending the <u>Shareholders' meeting</u>.</p> <p>If any laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed, Hong Kong Listing</p>

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<p>Rules and the Bank's Articles of Association require that a shareholder shall abstain from voting on a certain proposal or limit a shareholder to cast affirmative or negative votes on a certain proposal, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p>	<p>Rules and the Bank's Articles of Association require that a shareholder shall abstain from voting on a certain proposal or limit a shareholder to cast affirmative or negative votes on a certain proposal, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.</p>
<p>Article 49 The resolutions of a Shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>If an ordinary resolution is made at a Shareholders' general meeting, the resolution shall be approved by no less than half of the voting rights held by the shareholders (including their proxies) attending the meeting.</p> <p>If a special resolution is made at a Shareholders' general meeting, the resolution shall be approved by no less than two thirds of the voting rights held by the shareholders (including their proxies) attending the meeting.</p>	<p>Article 46 The resolutions of a <u>Shareholders' meeting</u> shall either be classified as ordinary resolutions or special resolutions.</p> <p>If an ordinary resolution is made at a <u>Shareholders' meeting</u>, the resolution shall be approved by <u>a majority</u> of the voting rights held by the shareholders (including their proxies) attending the <u>Shareholders' meeting</u>.</p> <p>If a special resolution is made at a <u>Shareholders' meeting</u>, the resolution shall be approved by no less than two thirds of the voting rights held by the shareholders (including their proxies) attending the <u>Shareholders' meeting</u>.</p>
<p>Article 50 The following issues shall be approved by ordinary resolutions at a Shareholders' general meeting:</p> <p>(I) work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment, dismissal (except for the dismissal of independent directors), remuneration and payment methods of the members of the Board of Directors and members of the Board of Supervisors;</p> <p>(IV) the annual budgets and final accounting reports, balance sheets, statements of profits, and other financial statements of the Bank;</p>	<p>Article 47 The following issues shall be approved by ordinary resolutions at a <u>Shareholders' meeting</u>:</p> <p>(I) work reports of the Board of Directors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment, dismissal (except for the dismissal of independent directors), remuneration and payment methods of the members of the Board of Directors;</p> <p><u>(IV) appointment, dismissal or non-reappointment of the accounting firm that provides regular statutory audit on financial reports of the Bank;</u></p>

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<p>(V)—appointment, dismissal or non-reappointment of the accounting firm that provides regular statutory audit on financial reports of the Bank;</p> <p>(VI)—matters other than those required by the laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed or the Bank's Articles of Association to be approved by special resolutions.</p>	<p><u>(V)</u> matters other than those required by the laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed or the Bank's Articles of Association to be approved by special resolutions.</p>
<p>Article 51 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 corporate 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 Bank's Articles of Association;</p> <p>(V) dismissal of independent directors;</p> <p>(VI) 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>(VII) consideration and approval of plans on equity incentive schemes;</p> <p>(VIII) any other matters required by laws and regulations, regulatory provisions or the Articles of Association and confirmed by the Shareholders' general meeting by an ordinary</p>	<p>Article 48 The following issues shall be approved by special resolutions at a <u>Shareholders' meeting</u>:</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 corporate 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 Bank's Articles of Association;</p> <p>(V) dismissal of independent directors;</p> <p>(VI) 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>(VII) consideration and approval of plans on equity incentive schemes;</p> <p>(VIII) any other matters required by laws and regulations, regulatory provisions or the <u>Bank's</u> Articles of Association and confirmed by the <u>Shareholders' meeting</u> by an ordinary</p>

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resolution that they may have a material effect on the Bank and should be adopted by a special resolution.	resolution that they may have a material effect on the Bank and should be adopted by a special resolution.
<p>Articles 52 Voting at a Shareholders' general meeting shall be taken by way of open ballot, save for resolutions on procedures for Shareholders' general meeting or administrative matters which can be resolved on by the presider of the meeting based on the principle of honesty and voted on by a show of hands.</p>	<p>Articles 49 Voting at a <u>Shareholders' meeting</u> shall be taken by way of open ballot, save for resolutions on procedures for <u>Shareholders' meeting</u> or administrative matters which can be resolved on by the presider of the meeting based on the principle of honesty and voted on by a show of hands.</p>
<p>Article 53 When a related party (connected) transaction is considered at a Shareholders' general meeting, the connected shareholders and their associates (as defined in the Hong Kong Listing Rules) shall not vote, and the voting shares represented by them shall not be counted in the total number of valid votes. The announcement of any resolution made at the Shareholders' general meeting shall adequately disclose information relating to voting by non-connected shareholders.</p> <p>At the Shareholders' general meeting when deliberating on matters related to related party transactions, the presider shall explain to the meeting the details of the connections and the recusal of the connected shareholders.</p> <p>Connected shareholders may choose proactive avoidance or be subject to any request for avoidance made by any other shareholder or shareholder representative attending the Shareholders' general meeting. If other shareholders believe that a connected shareholder exists and should recuse himself/herself from voting, but the Board has not arranged for such recusal, the other shareholders may require the Board to explain whether the shareholder constitutes a connected shareholder and whether they should recuse himself/herself from voting. In case of disputes therefrom, the matter may be decided by a vote</p>	<p>Article 50 When a related party (connected) transaction is considered at a <u>Shareholders' meeting</u>, the connected shareholders and their associates (as defined in the Hong Kong Listing Rules) shall not vote, and the voting shares represented by them shall not be counted in the total number of valid votes. The announcement of any resolution made at the <u>Shareholders' meeting</u> shall adequately disclose information relating to voting by non-connected shareholders.</p> <p>At the <u>Shareholders' meeting</u> when deliberating on matters related to related party transactions, the presider shall explain to the meeting the details of the connections and the recusal of the connected shareholders.</p> <p>Connected shareholders may choose proactive avoidance or be subject to any request for avoidance made by any other shareholder or shareholder representative attending the <u>Shareholders' meeting</u>. If other shareholders believe that a connected shareholder exists and should recuse himself/herself from voting, but the Board has not arranged for such recusal, the other shareholders may require the Board to explain whether the shareholder constitutes a connected shareholder and whether they should recuse himself/herself from voting. In case of disputes therefrom, the matter may be decided by a vote of the other shareholders through an</p>

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<p>of the other shareholders through an ordinary resolution to determine whether the shareholder constitutes a connected shareholder and whether recusal is required. Before the other shareholders vote, the shareholder deemed to be a connected shareholder shall have the right to request an explanation of the relevant circumstances.</p> <p>After conclusion of the Shareholders' general meeting, if other shareholders discover that a connected shareholder participated in the voting on the relevant related party transaction, or if the disputed connected shareholder objects to the other shareholders' vote deeming them connected and requiring recusal, they shall have the right to file a lawsuit in accordance with relevant regulations to challenge the resolution in people's court.</p>	<p>ordinary resolution to determine whether the shareholder constitutes a connected shareholder and whether recusal is required. Before the other shareholders vote, the shareholder deemed to be a connected shareholder shall have the right to request an explanation of the relevant circumstances.</p> <p>After conclusion of the <u>Shareholders' meeting</u>, if other shareholders discover that a connected shareholder participated in the voting on the relevant related party transaction, or if the disputed connected shareholder objects to the other shareholders' vote deeming them connected and requiring recusal, they shall have the right to file a lawsuit in accordance with relevant regulations to challenge the resolution in people's court.</p>
<p>Article 54 Unless the Bank is in a crisis or any special circumstance, the Bank may not enter into any contract with anyone other than a director, supervisor, president and other senior management staff to have all or significant part of the Bank's business in the care of such person, unless otherwise approved by the shareholders at a Shareholders' general meeting with a special resolution.</p>	<p>Article 51 Unless the Bank is in a crisis or any special circumstance, the Bank may not enter into any contract with anyone other than a director, president and other senior management staff to have all or significant part of the Bank's business in the care of such person, unless otherwise approved by the shareholders at a <u>Shareholders' meeting</u> with a special resolution.</p>
<p>Article 55 List of director or supervisor candidates is submitted by way of proposal for consideration at Shareholders' general meetings. The director or supervisor candidates shall be voted on separately at the Shareholders' general meeting.</p> <p>(I) A list of non-independent director candidates may be proposed by the Nomination, Remuneration and HR Committee of the Board or shareholders individually or jointly holding more than 3% of the Bank's voting shares according to the number of directors to be elected to the extent of the number of members of the Board specified in</p>	<p>Article 52 List of director candidates is submitted by way of proposal for consideration at <u>Shareholders' meetings</u>. <u>A cumulative voting system may be adopted for the election of directors at the Shareholders' meeting pursuant to the provisions of the Bank's Articles of Association or a resolution of the Shareholders' meeting.</u></p> <p>The director candidates shall be voted on separately at the <u>Shareholders' meeting</u>.</p> <p>(I) A list of non-independent director candidates may be proposed by the Nomination, Remuneration and HR Committee of the</p>

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<p>the Bank's Articles of Association; a list of non-employee supervisor candidates may be proposed by the Nomination Committee of the Board of Supervisors or shareholders individually or jointly holding more than 3% of the Bank's voting shares according to the number of supervisors to be elected to the extent of the number of members of the Board of Supervisors specified in the Bank's Articles of Association.</p> <p>(II) The Nomination, Remuneration and HR Committee of the Board shall make preliminary examination on the qualifications and conditions of the director candidates (including director candidates proposed by shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Bank), and submit the qualified candidates to the Board for consideration. Upon consideration and approval by the Board, the director candidates shall be submitted as a written proposal to the general meeting. The Nomination Committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the supervisor candidates (including supervisor candidates proposed by shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Bank) except employee representative supervisors, and submit the qualified candidates to the Board of Supervisors for consideration. Upon consideration and approval by the Board of Supervisors, the supervisor candidates shall be submitted as a written proposal to the general meeting.</p> <p>(III) A shareholder or his/her related party shall not nominate director and supervisor candidates at the same time; where a director (supervisor) candidate nominated by a shareholder or his/her related party is approved to sit on the Board or the Board of Supervisors, the shareholder shall</p>	<p>Board or shareholders individually or jointly holding more than 3% of the Bank's voting shares according to the number of directors to be elected to the extent of the number of members of the Board specified in the Bank's Articles of Association.</p> <p>(II) The Nomination, Remuneration and HR Committee of the Board shall make preliminary examination on the qualifications and conditions of the director candidates (including director candidates proposed by shareholder(s) individually or jointly holding more than 3% of the total voting shares of the Bank), and submit the qualified candidates to the Board for consideration. Upon consideration and approval by the Board, the director candidates shall be submitted as a written proposal to the <u>Shareholders' meeting</u>.</p> <p>(III) The number of director candidates nominated by a shareholder and his/her related party shall not exceed one third of the number of members of the Board, except as otherwise prescribed by the state.</p> <p>(IV) The director candidates shall prior to the <u>Shareholders' meeting</u> provide written undertakings that they accept the nominations, that the information announced about them is true and complete, and that they will diligently fulfill the duties and obligations as directors if elected.</p> <p>(V) Independent directors shall be elected and appointed as per the procedures specified in Section 2 of Chapter 8 of the Bank's Articles of Association.</p> <p>(VI) <u>Employee directors in the Board shall be</u> elected by the employee representatives' meetings <u>or by other forms of democratic elections</u>.</p>

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<p>not nominate any director (supervisor) candidate until the term of office of the director (supervisor) expires or the director (supervisor) is replaced; and, generally, the number of director or supervisor candidates nominated by a shareholder and his/her related party shall not exceed one third of the number of members of the Board or the Board of Supervisors, except as otherwise prescribed by the state.</p> <p>(IV) The director and supervisor candidates shall prior to the general meeting provide written undertakings that they accept the nominations, that the information announced about them is true and complete, and that they will diligently fulfill the duties and obligations as directors or supervisors if elected.</p> <p>(V) Independent directors and external supervisors shall be elected and appointed as per the procedures specified in Section 2 of Chapter 8 and Section 2 of Chapter 10 of the Bank's Articles of Association.</p> <p>(VI) Employee representatives in the Board of Supervisors shall be nominated by the Board of Supervisors and the trade union and elected by the employee representatives' meetings.</p> <p>(VII) The Board or the Board of Supervisors shall announce detailed information relating to the director or supervisor candidates in accordance with laws, regulations and the Bank's Articles of Association prior to the general meeting to ensure that the shareholders are adequately informed of the candidates at the time of voting.</p> <p>(VIII) In the event of temporary increase of directors or supervisors, the Nomination, Remuneration and HR Committee of the Board, the Nomination Committee of the Board of Supervisors or shareholders qualified</p>	<p>(VII) The Board shall announce detailed information relating to the director candidates in accordance with laws, regulations and the Bank's Articles of Association prior to the <u>Shareholders' meeting</u> to ensure that the shareholders are adequately informed of the candidates at the time of voting.</p> <p>(VIII) In the event of temporary increase of directors, the Nomination, Remuneration and HR Committee of the Board, or shareholders qualified for nomination shall nominate the candidates and propose them to the Board for consideration, and to the <u>Shareholders' meeting</u> for election or replacement.</p> <p>The Nomination, <u>Remuneration, and HR</u> Committee of the Board shall avoid being influenced by shareholders and exercise the right to nominate directors independently and prudently.</p>

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<p>for nomination shall nominate the candidates and propose them to the Board or Board of Supervisors for consideration, and to the general meeting for election or replacement.</p> <p>The Nomination Committee of the Board shall avoid being influenced by shareholders and exercise the right to nominate directors independently and prudently.</p>	
<p>Article 56 The general meeting shall vote on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.</p>	<p>Article 53 <u>Save as accumulative voting, the Shareholders' meeting</u> shall vote on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on in the order of time at which they are submitted. Unless the <u>Shareholders' meeting</u> is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the <u>Shareholders' meeting</u>.</p>
<p>Article 57 No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal which shall not be voted on at this general meeting.</p>	<p>Article 54 No amendment shall be made to a proposal when it is considered at a <u>Shareholders' meeting</u>, otherwise, the relevant amendment shall be deemed as a new proposal which shall not be voted on at this <u>Shareholders' meeting</u>.</p>
<p>Article 59 A voting by poll that is demanded for matters concerning the election of chairman or termination of the meeting shall be conducted immediately; for other matters, the chairman of the meeting shall decide when to conduct voting by poll and the meeting can continue to discuss other matters. The voting results shall still be deemed as a resolution adopted at such meeting.</p>	/
<p>Article 60 Before proposals are voted on at the general meeting, two shareholders' representatives and one supervisor shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests</p>	<p>Article 56 Before proposals are voted on at the <u>Shareholders' meeting</u>, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue</p>

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<p>in any issue considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of votes.</p> <p>When proposals are voted on at the general meeting, the lawyer, shareholders' representative, supervisors' representatives and other relevant persons designated according to the Hong Kong Listing Rules, shall, according to the relevant provisions of the Hong Kong Listing Rules, be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p>	<p>considered, the said shareholder or proxy thereof shall not participate in counting and monitoring of votes.</p> <p>When proposals are voted on at the <u>Shareholders' meeting</u>, the lawyer, shareholders' representative and other relevant persons designated according to the Hong Kong Listing Rules, shall, according to the relevant provisions of the Hong Kong Listing Rules, be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p>
<p>Article 61 A shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: pro, con or abstention.</p> <p>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".</p> <p>In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all their votes in the same way of pros or cons or abstention.</p>	<p>Article 57 A shareholder attending a <u>Shareholders' meeting</u> shall express one of the following opinions on any proposal to be voted on: pro, con or abstention.</p> <p>Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".</p> <p>In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all their votes in the same way of pros or cons or abstention.</p>
<p>Article 62 The presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.</p> <p>Before the voting result is announced, the relevant parties including the Bank, counting officer, monitoring officer, substantial</p>	<p>Article 58 The presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result. His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the minutes.</p> <p>Before the voting result is announced, the relevant parties including the Bank, counting officer, monitoring officer, substantial</p>

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shareholders and network service provider involved at the venue or otherwise shall have the confidentiality obligation.	shareholders and network service provider involved at the venue or otherwise shall have the confidentiality obligation.
<p>Article 63 If the presider has any doubts as to the voting result of any resolution, he/she may have the votes recounted. If the presider does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the result announced by the presider, they may request a vote recount immediately after the announcement of the voting result, and the presider shall have the votes recounted immediately.</p> <p>If votes are counted at a general meeting, the counting result shall be recorded in the meeting minutes.</p>	<p>Article 59 If the presider has any doubts as to the voting result of any resolution, he/she may have the votes recounted. If the presider does not recount the votes, and the shareholders or their proxies who have attended the meeting have doubts as to the result announced by the presider, they may request a vote recount immediately after the announcement of the voting result, and the presider shall have the votes recounted immediately.</p> <p>If votes are counted at a <u>Shareholders' meeting</u>, the counting result shall be recorded in the meeting minutes.</p>
<p>Article 64 Resolutions of the general meeting shall be announced in due time according to laws, regulations and the rules governing securities of the place where shares of the Bank are listed. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Bank, the voting method, the voting result for every proposal and the details of each of the resolutions passed.</p>	<p>Article 60 Resolutions of the <u>Shareholders' meeting</u> shall be announced in due time according to laws, regulations and the rules governing securities of the place where shares of the Bank are listed. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Bank, the voting method, the voting result for every proposal and the details of each of the resolutions passed.</p>
<p>Article 65 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.</p>	<p>Article 61 Where a proposal has not been passed or the resolutions of the preceding <u>Shareholders' meeting</u> have been changed at the current <u>Shareholders' meeting</u>, special mention shall be made in the announcement of the resolutions of the <u>Shareholders' meeting</u>.</p>
<p>Article 66 Where a proposal on election of directors or supervisors is passed at the general meeting, the directors elected or supervisors elected shall take office on the date of adoption of such proposal at the general meeting, or on</p>	<p>Article 62 Where a proposal on election of directors is passed at the <u>Shareholders' meeting</u>, the directors elected shall take office on the date of adoption of such proposal at the <u>Shareholders' meeting</u>, or on the date when</p>

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the date when the regulatory authorities give approval if they need to seek such approval for their qualifications.	the regulatory authorities give approval if they need to seek such approval for their qualifications.
/	<u>Article 63 If the Shareholders' meeting approves the proposal on cash distribution, bonus issue or conversion of capital reserve into share capital, the Bank will implement the specific proposal within two months after the conclusion of the Shareholders' meeting.</u>
<p>Article 67 Minutes shall be recorded for the Shareholders' general meeting, and the secretary of the Board shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(I) the date, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the names of the presider, and the directors, supervisors, president and other senior management staff attending or present at the meeting;</p> <p>(III) the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Bank;</p> <p>(IV) the consideration process of each proposal, main points of the speeches and the voting results;</p> <p>(V) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;</p> <p>(VI) the name of the lawyer, counting officer and monitoring officer; and</p>	<p><u>Article 64</u> Minutes shall be recorded for the <u>Shareholders' meeting</u>, and the secretary of the Board shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(I) the date, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the names of the presider, and the directors, president and other senior management staff attending or present at the meeting;</p> <p>(III) the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Bank;</p> <p>(IV) the consideration process of each proposal, main points of the speeches and the voting results;</p> <p>(V) details of the inquiries or recommendations of the shareholders, and the corresponding response or explanations;</p> <p>(VI) the name of the lawyer, counting officer and monitoring officer; and</p> <p>(VII) other contents that shall be recorded in the minutes in accordance with laws, administrative regulations and the Bank's Articles of Association.</p>

Original Articles	Articles after the Amendments
(VII) other contents that shall be recorded in the minutes in accordance with laws, administrative regulations and the Bank's Articles of Association.	
Article 68 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 perpetual term together with the book of signatures of the attending shareholders, the power of attorney of the attending proxies, votes and other valid information.	Article 65 The convener shall ensure the minutes are true, accurate and complete. The directors 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 perpetual term together with the book of signatures of the attending shareholders, the power of attorney of the attending proxies, votes and other valid information.
Article 69 The Board of the Bank shall file with the regulatory authority minutes and resolutions of the Shareholders' general meeting .	Article 66 The Board of the Bank shall file with the regulatory authority minutes and resolutions of the <u>Shareholders' meeting</u> .
Article 70 The Board of Directors is responsible for the implementation of the resolution reached at the Shareholders' general meeting and requires the president to handle the specific implementation according to the content of the resolution and responsibilities; the matters as to the implementation of the Board of Supervisors are required to be directly organised by the chairman of the Board of Supervisors.	Article 67 The Board of Directors is responsible for the implementation of the resolution reached at the <u>Shareholders' meeting</u> and requires the president to handle the specific implementation according to the content of the resolution and responsibilities.
Article 71 The implementation of the resolutions shall be reported by the president to the Board of Directors, and the Board of Directors shall report to the Shareholders' general meetings . Issues related to the implementation of the Board of Supervisors shall be reported to the shareholders' general meeting by the chairman of the Board of Supervisors. The Board of Supervisors may also notify the Board of Directors if it deems necessary.	Article 68 The implementation of the resolutions shall be reported by the president to the Board of Directors, and the Board of Directors shall report to the <u>Shareholders' meetings</u> .

Original Articles	Articles after the Amendments
<p>Article 74 These Rules shall take effect upon approval by a resolution at a Shareholders' general meeting and on the date when the H shares publicly issued by the Bank have been listed on The Stock Exchange of Hong Kong Limited. Since the effective date of these Rules, former Rules of Procedures for the Shareholders' General Meetings of the Bank shall automatically become null and void.</p>	<p>Article 71 These Rules shall take effect upon approval by a resolution at a <u>Shareholders' meeting</u>. Since the effective date of these Rules, former Rules of Procedures for the Shareholders' General Meetings of the Bank shall automatically become null and void.</p>

COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES FOR
THE BOARD OF DIRECTORS OF JINSHANG BANK CO., LTD.

Original Articles	Articles after the Amendments
<p>Article 1 To regulate the operation of the Board and safeguard the Board to exercise powers and duties in a lawful, independent, regulated and effective manner, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the Company Law), the Commercial Banking Law of the People's Republic of China, 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), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the Hong Kong Listing Rules), the Provisional Rules on the Management of Equity Interests in Commercial Banks, the Corporate Governance Guidelines for Banking and Insurance Institutions, other relevant laws, administrative regulations and rules, the securities regulatory rules of the places where the Bank's shares are listed and the Articles of Association of Jinshang Bank Co., Ltd. (hereinafter referred to as the Bank's Articles of Association), these Rules have been formulated.</p>	<p>Article 1 To regulate the operation of the Board and safeguard the Board to exercise powers and duties in a lawful, independent, regulated and effective manner, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the Company Law), the Commercial Banking Law of the People's Republic of China, <u>the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law")</u>, <u>the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies</u>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the Hong Kong Listing Rules), the Provisional Rules on the Management of Equity Interests in Commercial Banks, the Corporate Governance Guidelines for Banking and Insurance Institutions, other relevant laws, administrative regulations and rules, the securities regulatory rules of the places where the Bank's shares are listed and the Articles of Association of Jinshang Bank Co., Ltd. (hereinafter referred to as the Bank's Articles of Association), these Rules have been formulated.</p>
<p>Article 2 The Board of Directors shall be accountable to the Shareholders' general meeting, and perform duties in compliance with relevant laws, administrative regulations, rules, the rules governing the securities of the place where shares of the Bank are listed, the Bank's Articles of Association and these Rules.</p>	<p>Article 2 The Board of Directors shall be accountable to the <u>Shareholders' meeting</u>, and perform duties in compliance with relevant laws, administrative regulations, rules, the rules governing the securities of the place where shares of the Bank are listed, the Bank's Articles of Association and these Rules.</p>
<p>Article 3 The Bank shall have a Board of Directors, which shall be composed of 15 directors. The Board shall comprise executive directors and non-executive directors (including independent directors), including 5 executive</p>	<p>Article 3 The Bank shall have a Board of Directors, which shall be composed of 15 directors. The Board shall comprise executive directors, non-executive directors (including independent directors) <u>and employee</u></p>

Original Articles	Articles after the Amendments
<p>directors, 10 non-executive directors (including 5 independent directors). Independent directors shall account for at least one-third of members of the Board.</p> <p>Each director shall take a term of three years. The term of a director is renewable by re-election. The Bank shall have one chairman and two vice chairmen, who shall be elected by more than half of all the directors.</p> <p>Executive directors refer to directors who, in addition to serving as directors, also assume the responsibilities of senior management of the Bank.</p> <p>Non-executive directors refer to directors who do not hold any position in the Bank other than as a director and do not assume the responsibilities of senior management.</p>	<p><u>directors</u>, including <u>4</u> executive directors, 10 non-executive directors (including 5 independent directors) <u>and 1 employee director</u>. Independent directors shall account for at least one-third of members of the Board, <u>and its total number shall in no event be less than 3, including at least an individual with appropriate professional qualification as required by Hong Kong Listing Rules or appropriate accounting or relevant financial management expertise.</u></p> <p>Each director shall take a term of three years. The term of a director is renewable by re-election. The Bank shall have one chairman and two vice chairmen, who shall be elected by more than half of all the directors.</p> <p>Executive directors refer to directors who, in addition to serving as directors, also assume the responsibilities of senior management of the Bank.</p> <p>Non-executive directors refer to directors who do not hold any position in the Bank other than as a director and do not assume the responsibilities of senior management.</p> <p><u>Employee directors are democratically elected by the employees of the Bank through the employee representative assembly or other means. Senior management staff may not serve concurrently as employee directors.</u></p>
<p>Article 6 The Board shall have a Board Office, responsible for preparations for Shareholders' general meetings, Board meetings and meetings of relevant special committees under the Board, document custody, information disclosure, and other daily affairs of the Board and its relevant special committees. The secretary of the Board may serve concurrently as director of the Board Office.</p>	<p>Article 6 The Board shall have a Board Office, responsible for preparations for <u>Shareholders' meetings</u>, Board meetings and meetings of relevant special committees under the Board, document custody, information disclosure, and other daily affairs of the Board and its relevant special committees. The secretary of the Board may serve concurrently as director of the Board Office.</p>

Original Articles	Articles after the Amendments
<p>Article 9 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 formulate development strategies of the Bank and to monitor the implementation of such strategies, and decide on 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;</p> <p>(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 material acquisition, merger, separation, dissolution, or change in corporate structure of the Bank;</p> <p>(VIII) to formulate proposals for any amendment to the Bank's Articles of Association;</p> <p>(IX) to formulate the Rules of Procedures for the Shareholders' General Meeting and the Rules of Procedures for the Board of</p>	<p>Article 9 The Board of Directors shall 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 <u>Shareholders' meetings,</u> reporting its performance at the <u>Shareholders' meetings,</u> and implementing resolutions of the <u>Shareholders' meetings;</u></p> <p>(II) to formulate development strategies of the Bank and to monitor the implementation of such strategies, and decide on 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;</p> <p>(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 material acquisition, merger, separation, dissolution, or change in corporate structure of the Bank;</p> <p>(VIII) to formulate proposals for any amendment to the Bank's Articles of Association;</p> <p>(IX) to formulate the Rules of Procedures for the <u>Shareholders' Meeting</u> and the Rules of Procedures for the Board of Directors, and to</p>

Original Articles	Articles after the Amendments
<p>Directors, and to consider and approve the work rules of the special committees under the Board of Directors;</p> <p>(X) to formulate the basic management system of the Bank;</p> <p>(XI) to formulate and execute clear responsibility system and accountability system, and to assess and complete corporate governance of the Bank regularly;</p> <p>(XII) to decide asset and liability management (including but not limited to capital requirement), risk tolerability, risk management, and internal control policy of the Bank, and to take ultimate responsibility for comprehensive risk management;</p> <p>(XIII) to formulate capital planning, and undertake final responsibility of capital management;</p> <p>(XIV) 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>(XV) to propose to the Shareholders' general meeting the engagement, dismissal or discontinuation of the appointment of the accounting firm that provides 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>(XVI) to decide long-term award plan, remuneration plan and salary plan of the Bank;</p> <p>(XVII) to approve internal audit plan, annual work plan and audit budget of the Bank;</p>	<p>consider and approve the work rules of the special committees under the Board of Directors;</p> <p>(X) to formulate the basic management system of the Bank;</p> <p>(XI) to formulate and execute clear responsibility system and accountability system, and to assess and complete corporate governance of the Bank regularly;</p> <p>(XII) to decide asset and liability management (including but not limited to capital requirement), risk tolerability, risk management, and internal control policy of the Bank, and to take ultimate responsibility for comprehensive risk management;</p> <p>(XIII) to formulate capital planning, and undertake final responsibility of capital management;</p> <p>(XIV) 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>(XV) <u>to examine and approve annual work report of the Bank;</u></p> <p>(XVI) to decide long-term award plan, remuneration plan and salary plan of the Bank;</p> <p>(XVII) to approve internal audit plan, annual work plan and audit budget of the Bank;</p> <p>(XVIII) to examine and approve proposals raised by each special committee under the Board of Directors;</p>

Original Articles	Articles after the Amendments
<p>(XVIII) to examine and approve proposals raised by each special committee under the Board of Directors;</p> <p>(XIX) to decide the Bank's important external investment, important asset acquisition and disposals and write-off, important external guarantee, important trust management, important related party transactions, authorize the Board to approve large loans beyond the president's approval authority, pledge of assets, data governance; to initially examine the Bank's extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee, extremely important trust management, and submit them to the Shareholders' general meeting for approval;</p> <p>(XX) 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 marketing officer, 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>(XIX) <u>within the scope of authorization of Shareholders' meeting</u>, to decide the Bank's important external investment, important asset acquisition and disposals and write-off, important external guarantee, important trust management, important related party transactions, large loans, pledge of assets, data governance; to initially examine the Bank's extremely important external investment, extremely important asset acquisition and disposals, extremely important external guarantee, extremely important trust management, and submit them to the <u>Shareholders' meeting</u> for approval;</p> <p>(XX) to appoint or dismiss the president, the secretary of the Board, chief audit 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 information officer, chief human resources officer, <u>chief compliance officer, etc.</u> 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> <p>(XXIV) to propose to the <u>Shareholders' meeting</u> the engagement, dismissal or discontinuation of the appointment of the</p>

Original Articles	Articles after the Amendments
<p>(XXIII) to decide on establishment of internal management structure of the Bank and establishment of branches of the Bank;</p> <p>(XXIV) to propose to the Shareholders' general meeting the engagement, dismissal or discontinuation of the appointment of the accounting firm that provides regular statutory audit on financial reports of 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>(XXV) 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 financial consumers and other stakeholders;</p> <p>(XXVIII) to establish an identification, investigation and management mechanism for the conflict of interest between commercial banks and shareholders, especially substantial shareholders;</p>	<p>accounting firm that provides regular statutory audit on financial reports of the Bank, and to give explanation to the <u>Shareholders' meeting</u> on the non-standard audit opinions of certified public accountant on our financial report;</p> <p>(XXV) 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 financial consumers and other stakeholders;</p> <p>(XXVIII) to establish an identification, investigation and management mechanism for the conflict of interest between <u>the Bank</u> and shareholders, especially substantial shareholders;</p> <p>(XXIX) to undertake the management responsibility for the affairs in relation to the shareholder of the Bank;</p> <p>(XXX) to exercise other functions and powers prescribed by the laws, administrative regulations, and the Bank's Articles of Association and authorized by the <u>Shareholders' meetings</u>.</p>

Original Articles	Articles after the Amendments
<p>(XXIX) to undertake the management responsibility for the affairs in relation to the shareholder of the Bank;</p> <p>(XXX) to exercise other functions and powers prescribed by the laws, administrative regulations, and the Bank's Articles of Association and authorized by the Shareholders' general meetings.</p> <p>Unless otherwise specified in the Bank's Articles of Association and these Rules, 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>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.</p>	<p>Unless otherwise specified in the <u>Articles of Association</u>, 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 <u>(IV), (V), (VII), (VIII), (XVI), (XIX) and (XX)</u>, in which approval of two thirds of the directors is required.</p> <p>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.</p> <p><u>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.</u></p>

Original Articles	Articles after the Amendments
<p>Article 10 The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over Shareholders' general meetings and convene and preside over Board meetings;</p> <p>(II) to supervise and examine the implementation of resolutions of the Board;</p> <p>(III) to nominate to the Board the president, secretary of the Board, chief audit (compliance) officer and the person in charge of the audit department of the Bank;</p> <p>(IV) to sign the shares, bonds and other marketable securities of the Bank;</p> <p>(V) to sign documents such as documents of the Board and external contracts of the Bank which shall be signed by the legal representative of the Bank;</p> <p>(VI) to sign the power of attorney for the president upon approval of the Board;</p> <p>(VII) to exercise the functions and powers as the legal representative;</p> <p>(VIII) to regularly listen to the work reports of the president and to examine the performance of the president and senior management to ensure senior management perform their duties effectively;</p> <p>(IX) to review the annual information disclosure report of the Bank as required by the regulatory authorities;</p> <p>(X) to exercise other functions and powers specified in laws and administrative regulations and granted by the Board.</p>	<p>Article 10 The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over <u>Shareholders' meetings</u> and convene and preside over Board meetings;</p> <p>(II) to supervise and examine the implementation of resolutions of the Board;</p> <p>(III) to nominate to the Board the president, secretary of the Board, chief audit (compliance) officer and the person in charge of the audit department of the Bank;</p> <p>(IV) to sign the shares, bonds and other marketable securities of the Bank;</p> <p>(V) to sign documents such as documents of the Board and external contracts of the Bank which shall be signed by the legal representative of the Bank;</p> <p>(VI) to sign the power of attorney for the president upon approval of the Board;</p> <p>(VII) to exercise the functions and powers as the legal representative;</p> <p>(VIII) to regularly listen to the work reports of the president and to examine the performance of the president and senior management to ensure senior management perform their duties effectively;</p> <p>(IX) to review the annual information disclosure report of the Bank as required by the regulatory authorities;</p> <p>(X) to exercise other functions and powers specified in laws and administrative regulations and granted by the Board.</p>

Original Articles	Articles after the Amendments
	<p><u>The vice chairman shall assist the chairman to perform his/her duties. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman (if the Bank has two or more vice chairmen, the chairman elected jointly by a majority of the directors shall perform such duties); If the vice chairman is unable or fails to perform his/her duties, a majority of the directors shall jointly elect a director to perform such duties.</u></p>
<p>Article 11 The secretary of the Board shall perform the following duties:</p> <p>(I) to help the directors with the daily work of the Board, and ensure that the Bank legally prepares and submits reports and documents required by the competent authorities;</p> <p>(II) to organize documents of and prepare for Shareholders' general meetings and Board meetings, keep meeting minutes, keep informed of the execution of the resolutions and ensure that the Bank has complete organization documents and records;</p> <p>(III) to be responsible for the keeping of the register of shareholders and relevant materials and ensure that the register of shareholders of the Bank is properly established;</p> <p>(IV) to attend the official meetings of the president, and study matters to be submitted to the Board, reporting of internal and external examination and rectification, significant financial information disclosure and other matters;</p> <p>(V) to organize and coordinate matters relating to information disclosure of the Bank and enhance transparency of the Bank;</p>	<p>Article 11 The secretary of the Board shall perform the following duties:</p> <p>(I) to help the directors with the daily work of the Board, and ensure that the Bank legally prepares and submits reports and documents required by the competent authorities;</p> <p>(II) to organize documents of and prepare for <u>Shareholders' meetings</u> and Board meetings, keep meeting minutes, keep informed of the execution of the resolutions and ensure that the Bank has complete organization documents and records;</p> <p>(III) to be responsible for the keeping of the register of shareholders and relevant materials and ensure that the register of shareholders of the Bank is properly established;</p> <p>(IV) to attend the official meetings of the president, and study matters to be submitted to the Board, reporting of internal and external examination and rectification, significant financial information disclosure and other matters;</p> <p>(V) to organize and coordinate matters relating to information disclosure of the Bank and enhance transparency of the Bank;</p>

Original Articles	Articles after the Amendments
<p>(VI) to receive visits, answer consultations, contact shareholders, and ensure that people entitled to obtain the Bank's relevant records and documents can receive such records and documents in a timely manner;</p> <p>(VII) to handle the relations between the Bank and investors, intermediaries and media, and coordinate public relations;</p> <p>(VIII) Other duties stipulated in laws, administrative regulations and the Bank's Articles of Association, and granted by the Board.</p>	<p>(VI) to receive visits, answer consultations, contact shareholders, and ensure that people entitled to obtain the Bank's relevant records and documents can receive such records and documents in a timely manner;</p> <p>(VII) to handle the relations between the Bank and investors, intermediaries and media, and coordinate public relations;</p> <p>(VIII) Other duties stipulated in laws, administrative regulations and the Bank's Articles of Association, and granted by the Board.</p>
<p>Article 16 The Board shall accept the supervision of the Board of Supervisors and shall not obstruct or hinder the Board of Supervisors' inspection and audit activities conducted in accordance with its duties.</p>	<p>Article 16 The Board shall accept the supervision of the <u>Audit Committee</u> and shall not obstruct or hinder the <u>Audit Committee</u>'s inspection and audit activities conducted in accordance with its duties.</p>
<p>Article 17 If the Board decides to dismiss the president, it shall promptly notify the Board of Supervisors and provide a written explanation to the Board of Supervisors.</p>	<p>Article 17 If the Board decides to dismiss the president, it shall promptly notify the <u>Audit Committee of the Board</u> and provide a written explanation to the <u>Audit Committee of the Board</u>.</p>
<p>Article 19 Board meetings are divided into regular meetings and extraordinary meetings, which shall cover specific issues for discussion and matters to be resolved. The Board shall notify supervisors to attend the Board meetings and senior management members may attend the Board meetings if needed.</p> <p>Regular meetings shall be held at least four times annually, at least once a quarter.</p> <p>Regular Board meetings shall be convened by the chairman, with the written notice of meeting sent to all directors and supervisors, the president and the secretary of the Board 14 days in advance.</p>	<p>Article 19 Board meetings are divided into regular meetings and extraordinary meetings, which shall cover specific issues for discussion and matters to be resolved. <u>Senior management</u> members may attend the Board meetings if needed.</p> <p>Regular meetings shall be held at least four times annually, at least once a quarter.</p> <p>Regular Board meetings shall be convened by the chairman, with the written notice of meeting sent to all directors, the president and the secretary of the Board 14 days in advance.</p>

Original Articles	Articles after the Amendments
<p>Article 20 The regular meeting of the Board of Directors shall be held once a quarter, specifically:</p> <p>(I) Annual meeting.</p> <p>The meeting shall be held within four months after the end of the Bank's fiscal year, mainly for review of the Bank's annual report, annual summarization, performance evaluation, determination of compensation, preparation for the Shareholders' general meeting, and other relevant matters to be considered by the Board of Directors. The annual meeting shall be held at such a time that can ensure the Bank's annual report is delivered to the shareholders within the period as provided by relevant laws, regulations and the Bank's Articles of Association, and the annual general meeting shall be held within six months after the end of the Bank's fiscal year.</p> <p>(II) Interim meeting.</p> <p>The meeting shall be held within two months after the end of the first six months of the Bank's fiscal year, mainly for review of the Bank's interim report and other matters.</p> <p>(III) Quarterly meetings.</p> <p>Quarterly meetings shall be held within one month after the end of each quarter, mainly for review the Bank's quarterly reports and other matters.</p> <p>These regular meetings may add new issues in accordance with the responsibilities of the Board of Directors.</p>	<p>Article 20 The regular meeting of the Board of Directors shall be held once a quarter, specifically:</p> <p>(I) Annual meeting.</p> <p>The meeting shall be held within four months after the end of the Bank's fiscal year, mainly for review of the Bank's annual report, annual summarization, performance evaluation, determination of compensation, preparation for the <u>Shareholders' meeting</u>, and other relevant matters to be considered by the Board of Directors. The annual meeting shall be held at such a time that can ensure the Bank's annual report is delivered to the shareholders within the period as provided by relevant laws, regulations and the Bank's Articles of Association, and the annual <u>Shareholders' meetings</u> shall be held within six months after the end of the Bank's fiscal year.</p> <p>(II) Interim meeting.</p> <p>The meeting shall be held within two months after the end of the first six months of the Bank's fiscal year, mainly for review of the Bank's interim report and other matters.</p> <p>(III) Quarterly meetings.</p> <p>Quarterly meetings shall be held within one month after the end of each quarter, mainly for review the Bank's quarterly reports and other matters.</p> <p>These regular meetings may add new issues in accordance with the responsibilities of the Board of Directors.</p>

Original Articles	Articles after the Amendments
<p>Article 21 In any of the following circumstances, the chairman shall convene an extraordinary Board meeting within 10 days after receipt of the proposal:</p> <p>(I) deemed necessary by the chairman;</p> <p>(II) proposed by more than one third of the directors jointly;</p> <p>(III) proposed by the Board of Supervisors;</p> <p>(IV) proposed by shareholders representing more than 10% of the voting rights;</p> <p>(V) proposed by the president;</p> <p>(VI) proposed by more than two independent directors;</p> <p>(VII) other circumstances stipulated by laws, administrative rules and the Bank's Articles of Association.</p> <p>The written notice shall be served to all directors and supervisors by direct delivery, fax, e-mail or other means five days before an extraordinary Board meeting. Where an extraordinary Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</p>	<p>Article 21 In any of the following circumstances, the chairman shall convene an extraordinary Board meeting within 10 days after receipt of the proposal:</p> <p>(I) deemed necessary by the chairman;</p> <p>(II) proposed by more than one third of the directors jointly;</p> <p>(III) proposed by the <u>Audit Committee of</u> the Board;</p> <p>(IV) proposed by shareholders representing more than 10% of the voting rights;</p> <p>(V) proposed by the president;</p> <p>(VI) proposed by more than two independent directors;</p> <p>(VII) other circumstances stipulated by laws, administrative rules and the Bank's Articles of Association.</p> <p>The written notice shall be served to all directors by direct delivery, fax, e-mail or other means five days before an extraordinary Board meeting. Where an extraordinary Board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.</p>
<p>Article 23 The following personnel or institutions may submit proposals to the Board:</p> <p>(I) shareholders representing more than 10% of the voting rights;</p> <p>(II) the chairman;</p> <p>(III) more than one-third of the directors;</p>	<p>Article 23 The following personnel or institutions may submit proposals to the Board:</p> <p>(I) shareholders representing more than 10% of the voting rights;</p> <p>(II) the chairman;</p> <p>(III) more than one-third of the directors;</p>

Original Articles	Articles after the Amendments
<p>(IV) special committees under the Board;</p> <p>(V) the Board of Supervisors;</p> <p>(VI) the president;</p> <p>(VII) proposed by more than two independent directors;</p> <p>(VIII) other circumstances stipulated by laws, administrative rules and the Bank's Articles of Association.</p>	<p>(IV) special committees under the Board;</p> <p><u>(V)</u> the president;</p> <p><u>(VI)</u> proposed by more than two independent directors;</p> <p><u>(VII)</u> other circumstances stipulated by laws, administrative rules and the Bank's Articles of Association.</p>
<p>Article 36 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. Otherwise, the Board of Supervisors may propose to the Shareholders' general meeting to remove them from their positions. If any independent director fails to attend Board meetings in person for three consecutive times, 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.</p>	<p>Article 36 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, which will be regarded as failure to perform his/her duties, the Bank shall convene a <u>Shareholders' meeting</u> within three months to remove him/her and elect new independent director.</p>
<p>Article 40 If any director has any related party relationship with any resolution of the Board meeting, the Board meeting may only be held when more than half of the non-related directors attend the meeting.</p>	<p>Article 40 If any director has any related party relationship with <u>corporations and individuals involved in</u> any resolution of the Board meeting, the Board meeting may only be held when <u>a majority</u> of the non-related directors attend the meeting.</p>
<p>Article 41 A Board meeting shall be convened and presided over by the chairman of the Board. In the event that the chairman is incapable of performing or is not performing his/her duties, the meeting shall be presided over by the vice chairman (by the vice chairman elected by more than half of the directors if there are two vice chairmen of the Bank). In the event that the vice chairman is</p>	<p>Article 41 A Board meeting shall be convened and presided over by the chairman of the Board. In the event that the chairman is incapable of performing or is not performing his/her duties, the meeting shall be presided over by the vice chairman (by the vice chairman elected by <u>a majority</u> of the directors if there are two vice chairmen of the Bank). In the event that the vice chairman is</p>

Original Articles	Articles after the Amendments
incapable of performing or is not performing his/her duties, a director nominated by more than half of the directors shall preside over the meeting.	incapable of performing or is not performing his/her duties, a director nominated by <u>a majority</u> of the directors shall preside over the meeting.
Article 47 The Board of Supervisors may assign supervisors to attend Board meetings and may express opinions on relevant proposals. If the Board meeting procedures violate laws, administrative regulations, or the Bank's Articles of Association, the Board of Supervisors may raise objections and demand corrections.	Article 47 <u>The Audit Committee of the Board</u> may express opinions on relevant proposals. If the Board meeting procedures violate laws, administrative regulations, or the Bank's Articles of Association, <u>the Audit Committee of the Board</u> may raise objections and demand corrections.
Article 49 The Board shall take necessary measures to ensure the seriousness and proper order of Board meetings. Except for directors, supervisors , the secretary of the Board, senior management members attending the meeting, and individuals invited by the Board, the Board shall have the right to lawfully refuse entry to any other persons.	Article 49 The Board shall take necessary measures to ensure the seriousness and proper order of Board meetings. Except for directors, the secretary of the Board, senior management members attending the meeting, and individuals invited by the Board, the Board shall have the right to lawfully refuse entry to any other persons.
Article 56 If any director or any of his/her close associates (as defined in Hong Kong Listing Rules) has any related party relationship with any resolution of the Board meeting or has a material interest in any contract, arrangement or any other suggestion proposed to be resolved on, the said director shall not exercise the right to vote on the said resolution for himself or on behalf of other directors. When determining whether a quorum for the meeting is attained, such director shall not be counted as part of the quorum. The Board meeting may be held when more than half of the non-related directors of no material interest attend the meeting. The resolution concerning approval of related party transactions made at the Board meeting shall be passed by more than two thirds of the non-related directors of no material interest. If the number of non-related directors of no material interest attending the meeting is less than three, the matter shall be submitted to the Shareholders' general meeting of the Bank for consideration.	Article 56 If any director has any related party relationship with <u>enterprise and individuals involved in</u> any resolution of the Board meeting, the said director shall <u>report in writing to the Board in a timely manner. The related directors shall</u> not exercise the right to vote on the said resolution for himself or on behalf of other directors. The Board meeting may be held when <u>a majority</u> of the non-related directors attend the meeting. The <u>resolution</u> made at the Board meeting shall be passed by <u>a majority</u> of the non-related directors. If the number of non-related directors attending the meeting is less than three, the matter shall be submitted to the <u>Shareholders' meeting</u> of the Bank for consideration.

Original Articles	Articles after the Amendments
Where laws, administrative regulations, rules, provisions of relevant regulatory authorities and the Bank's Articles of Association provide otherwise, such provisions shall prevail.	
Article 70 Within the authority and responsibilities of the Board, the authorized content includes the following matters: (I) external investment; (II) credit business; (III) asset acquisition and disposals; (IV) entrusted wealth management; (V) expenses and costs; (VI) fund allocation and interbank financing; (VII) external donations; (VIII) credit five-category classification and non-performing asset disposal; (IX) management of economic cases; (X) external contract signing; (Xi) other matters authorized by laws, administrative regulations, rules, the Bank's Articles of Association as well as the Shareholders' general meetings and decision of the Board.	Article 70 Within the authority and responsibilities of the Board, the authorized content includes the following matters: (I) external investment; (II) credit business; (III) asset acquisition and disposals; (IV) entrusted wealth management; (V) expenses and costs; (VI) fund allocation and interbank financing; (VII) external donations; (VIII) credit five-category classification and non-performing asset disposal; (IX) management of economic cases; (X) external contract signing; (Xi) other matters authorized by laws, administrative regulations, rules, the Bank's Articles of Association as well as the <u>Shareholders' meetings</u> and decision of the Board.
Article 74 The work authorized by the Board shall be subject to the supervision of the Board of Supervisors .	Article 74 The work authorized by the Board shall be subject to the supervision of the <u>Audit Committee of the Board</u> .
Article 75 Unless otherwise specified, definitions and terms used in these Rules shall have the same meaning as those in the Bank's Articles of Association.	Article 75 Unless otherwise specified, definitions and terms used in these Rules shall have the same meaning as those in the Bank's Articles of Association.
Article 77 These Rules shall take effect upon approval by a resolution at a Shareholders' general meeting and on the date when the H shares publicly issued by the Bank have been listed on The Stock Exchange of Hong Kong Limited . Since the effective date of these Rules, former Rules of Procedures for the Board of the Bank shall automatically become null and void.	Article 77 These Rules shall take effect on the date of approval by a resolution at a <u>Shareholders' meeting</u> . Since the effective date of these Rules, former Rules of Procedures for the Board of the Bank shall automatically become null and void.

Since 2024, the Bank has continued to attach great importance to related party transaction management, further optimized the review procedure of related party transactions, promoted the fine management of related party transactions, improved the daily monitoring and statistics analysis of related party transactions, enhanced the training on related party transaction management and spared no effort to improve the management of related party transactions so as to ensure the continuous and effective operation of the related party transaction management mechanism and support the rapid business development of the Bank. The details of related party transaction management across our Bank during 2024 are reported as follows:

I. WORK PERFORMED BY RELATED PARTIES TRANSACTIONS CONTROL COMMITTEE

The Related Parties Transactions Control Committee held five meetings in 2024, mainly approved the proposals such as credit for material related party transactions, credit for low-risk businesses, material related party transactions relating to deposits to enterprise customers, unified transaction agreements with related parties, report on related party transactions for the first half of 2024, and reported to the Board of Directors and the Board of Supervisors.

II. IMPLEMENTATIONS OF RELATED PARTY TRANSACTION MANAGEMENT SYSTEM

(I) Optimizing Management of the Related Parties to Lay a Solid Foundation for Related Party Transaction Management

In 2024, the Bank has further strengthened its internal identification and penetration capability of related party transactions and enhanced the management of related parties of the Bank. In the first quarter of 2024, the Bank conducted a comprehensive conclusion of the list of related legal persons and related natural persons to ensure the completeness, accuracy and timeliness of the information on related parties. The Office of the President of the Bank considered and approved the list of related parties of the Bank on March 27, 2024, identifying 1,056 related natural persons and 4,220 related legal persons under financial regulation, and 124 related natural persons and 4,295 related legal persons according to the Listing Rules.

In the second quarter of 2024, the Bank further strengthened the management of penetration identification of related parties. According to the opinions of the inspection team of the National Financial Regulatory Administration, based on the changes in the Bank's personnel and the changes in the Shareholders' holding company as well as the Shareholders, Directors and senior management, the Bank comprehensively sorted out the list of related parties in line with the business development and Shareholder feedback, which was submitted to the Office of the President of the Bank for consideration and approval on August 1, 2024. On August 30, 2024, some related parties were adjusted and updated again and submitted to the Office of the President of the Bank for consideration and approval. The updated list was released within the Bank.

Based on the changes in the investment by the Bank's principal Shareholders and the changes in the Bank's personnel, in the fourth quarter of 2024, the Office of the President of the Bank considered and approved, for two times, the Proposal on Adjustment of Related Parties of Jinshang Bank (《關於晉商銀行關聯方調整的議案》).

In 2024, the Bank identified and adjusted the list of related parties in a timely manner based on the information of changes in corporate investments and changes within the Bank, and reported the list through the regulatory system for related party transactions. As of the end of December 2024, the Bank identified 1,041 related natural persons and 4,261 related legal persons.

(II) Improvement of the Process of Related Party Transaction Management to Enhance the Quality of Related Party Transaction Management

Since 2024, the Bank has further strengthened the management of related party transactions and strictly implemented the approval process for related party transactions. Material related party transactions and unified transaction agreements are reviewed by the Related Parties Transactions Control Committee and submitted to the Board of Directors for approval. For general related party transactions, the Bank considers and approves them in accordance with its internal management process, and submits data relating to related party transactions to the Related Parties Transactions Control Committee of the Board of Directors for record on a quarterly basis.

Pursuant to the regulatory requirements, the Bank further strengthened the internal audit of related party transactions, explicitly required the audit department to conduct special audits of related party transactions across our Bank for the previous year at the beginning of each year and report the audit results to the Board of Directors and the Board of Supervisors. The Board of Directors submitted the special report on the implementation of the related party transaction management system and related party transactions for the previous year to the general meeting on an annual basis. In the first half of 2024, our Bank has completed the special report on related party transactions for 2023 and submitted it to the general meeting for consideration and approval. The audit department of the Bank has completed the special audit of related party transactions for 2023 and reported the audit results to the Board of Directors and the Board of Supervisors.

(III) Strengthening Daily Monitoring of Related Party Transactions to Strictly Control Risks of Related Party Transactions

In strict accordance with the requirements of the Administrative Measures for Related Party Transactions of Jinshang Bank (《晉商銀行關聯交易管理辦法》) and the Detailed Rules for the Implementation of Management of Related Party Transactions of Jinshang Bank (《晉商銀行關聯交易管理實施細則》), our Bank identified related party transactions, achieved the combination of monitoring single related party transaction and continuing transactions, and regularly monitored related party transactions to satisfy the requirements of external laws, regulations and regulatory requirements on pricing, approval and regulatory indicators of related party transactions and ensure that the Bank's related party credit limit does not exceed the regulatory limit.

(IV) Strengthening System Construction to Enhance the Efficiency of Related Party Transaction Management

Since 2024, in accordance with the internal audit opinions and in response to the requirements of the upgraded inspection by the National Financial Regulatory Administration, our Bank has initiated the optimization and transformation of the second phase of the related party transaction system, and further improved the functions of the related party transaction system by adding functions

such as bill business statistics, improving data integration, transforming credit card information, and adding interfaces for storing interbank data to improve the efficiency of the management of related party transactions.

(V) Implementation of the Unified Transaction Agreement

In the first quarter of 2024, the seventh meeting of the sixth session of the Board of Directors of Jinshang Bank approved the Resolution on the Related Party Transactions of Property and Employee Dining Services between Jinshang Bank and Related Parties, considering and approving the property and employee dining services carried out between the Bank and Shanxi Coking Coal Group Zhongyuan Trading Co., Ltd. (山西焦煤集團中源物貿有限責任公司) and Shanxi Shengyuan Property Management Co., Ltd. (山西晟源物業管理有限公司).

According to the resolution of the Board of Directors of the Bank, the Bank signed the Unified Transaction Agreement between Jinshang Bank Taiyuan Comprehensive Reform Demonstration Zone Sub-branch (太原綜改示範區支行) and Shanxi Shengyuan Property Management Co., Ltd. (山西晟源物業管理有限公司) with Shanxi Shengyuan Property Management Co., Ltd. (山西晟源物業管理有限公司) on April 18, 2024. The Bank signed the Jinshang Bank Property Service Management Contract (Unified Transaction Agreement) with Shanxi Coking Coal Group Zhongyuan Trading Co., Ltd. (山西焦煤集團中源物貿有限責任公司) on April 23, 2024. The Bank signed the Jinshang Bank Dining Agreement (Unified Transaction Agreement) with Shanxi Coking Coal Group Zhongyuan Trading Co., Ltd. (山西焦煤集團中源物貿有限責任公司) on April 23, 2024.

In the third quarter of 2024, the Board of Directors of the Bank considered and approved the Proposal on the Related Party Transactions on Services between Jinshang Bank and Li Jianming (李建明) and the Proposal on the Related Party Transactions on Services between Jinshang Bank and Xing Guangpu (邢光普), deliberating on the related party transactions on services between the Bank and the related natural persons Li Jianming and Xing Guangpu.

On October 15, 2024, the Bank signed the Jinshang Bank Business/Office Space Lease Contract with the natural person Xing Guangpu. On November 4, 2024, the Bank signed the house leasing contract with Li Jianming.

The above matters have been disclosed on the official website by the Bank in accordance with regulatory requirements and reported through the related party transaction supervision system on an individual basis.

(VI) Strictly Implementing the Regulatory Stipulations to Ensure the Compliance of Related Party Transactions

In accordance with regulatory provisions, the credit balance of a banking institution to a single related party shall not exceed 10% of the net capital of that banking institution at the end of the previous quarter. The total credit balance of a banking institution to the group customers of a single related legal person or unincorporated organization shall not exceed 15% of the net capital of that banking institution at the end of the previous quarter. The credit balance of a banking institution to all related parties shall not exceed 50% of the net capital of that banking institution at the end of the previous quarter.

As of the end of 2024, the concentration ratio of the Bank's credit extension to a single related party was 4.63%, the concentration ratio of the Bank's credit extension to group customers to which a single related legal person or other organizations are subordinated was 8.77%, and the concentration ratio of the Bank's credit extension to all related parties was 30.60%, which met the regulatory requirements.

In 2024, the related party transaction management mechanisms of our Bank operated smoothly and all related party transactions operated in a standardized manner, and ensured the compliance of related party transactions.

III. OVERVIEW OF RELATED PARTY TRANSACTIONS DURING 2024

(I) Overview of Related Party Transactions in Terms of the Financial Regulatory

1. Overall related party transactions

Our Bank conducts its related party transactions mainly with non-natural person shareholder customers. According to the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》), the Administrative Measures for Related Party Transactions of Jinshang Bank (《晉商銀行關聯交易管理辦法》) and other provisions, non-natural person shareholders mainly include the legal person controlling shareholders, actual controllers of banking and insurance institutions, their persons acting in concert, ultimate beneficiaries, and the legal persons or unincorporated organizations that they control or exert significant influence. Legal persons or unincorporated organizations that hold or control more than 5% of equity in banking and insurance institutions, or hold less than 5% of equity but have a significant impact on the operation and management of banking and insurance institutions, as well as their controlling shareholders, actual controllers, persons acting in concert and ultimate beneficiaries; legal persons or unincorporated organizations controlled or significantly influenced by banking and insurance institutions.

As of the end of 2024, the credit balance of related party transactions between the Bank and its related parties amounted to RMB9.904 billion, accounting for 30.60% of the net capital of the Bank, which met the regulatory requirements. Moreover, our credit business to related Shareholders and related credit risk exposure were normal loans with good business quality. In terms of quantity, structure and quality of transactions, the related party transactions did not have material effects on the normal operation of our Bank. The non-performing loan ratio of related party loans of our Shareholders is zero, and the quality of related party credit is better than the average credit level of our Bank as a whole.

**Overview of Related Party Transactions in Terms of
Financial Regulation at the end of 2024**

Unit: RMB0'000, %

No.	Name of related groups	Credit balance	Credit concentration
1	Jinneng Holding Group Co., Ltd. (晉能控股集團有限公司)	283,814.00	8.77%
2	Shanxi Coking Coal Group Co., Ltd. (山西焦煤集團有限責任公司)	207,661.99	6.42%
3	Lu'an Chemical Group Co., Ltd. (潞安化工集團有限公司)	196,266.02	6.06%
4	Jinshang Consumer Finance Co., Ltd. (晉商消費金融股份有限公司)	150,000.00	4.63%
5	Changzhi Nanye Industry Group Co., Ltd. (長治市南燁實業集團有限公司)	108,556.10	3.35%
6	Taiyuan Haixin Asset Management Co., Ltd. (太原市海信資產管理有限公司)	40,612.54	1.25%
7	Related natural persons	3,516.28	0.11%
	Total	990,426.93	30.60%

In 2024, the cumulative non-credit extension business of our Bank's related party transactions accumulated to RMB25,379 million. The prices of each transaction were determined in accordance with the market standards, and such transactions were part of our Bank's normal business and did not have any material adverse impact on our Bank's normal operating activities and financial position.

2. *Pricing of related party transactions*

Since 2024, the related party transactions between the Bank and its related parties have been priced objectively and fairly. Prices and charges of all related party transactions were determined on normal commercial principles and in a market-oriented manner. The related party transactions were conducted on terms not superior to the terms available to similar transactions with non-related parties. The relevant transaction terms are reasonable and are in the interests of our Bank and the Shareholders as a whole. According to the Administrative Measures for Related Party Transactions of Jinshang Bank (《晉商銀行關聯交易管理辦法》), for related party transactions that is a credit extension, the corresponding price was determined in accordance with the relevant credit pricing management measures and considering the ratings and risks of related party customers so as to ensure the legality and fairness of the pricing of related party transactions of our Bank. For non-credit extension business, they have been conducted on the premise of our Bank's compliance with the unified pricing of the market and across the Bank at the same time.

(II) Overview of Connected Transactions under the Listing Rules**1. Application of caps of connected transactions**

According to the Hong Kong Listing Rules, the term of written agreement for continuing connected transactions must be fixed and reflect the normal commercial terms or better. The agreement term shall not exceed three years except in special circumstances.

In 2024, our Bank has renewed the caps of the connected transactions with connected persons, including SSCO Group and Huaneng Group.

2. Overview of the connected transactions conducted with the connected persons in 2024

As of the end of 2024, the fee income, fee expense and transaction volume under the Listing Rules conducted by our Bank with Shanxi State-owned Capital Operation Co., Ltd. (山西省國有資本運營有限公司) and its associates (“**SSCO Group**”), Huaneng Capital Services Co., Ltd. (華能資本服務有限公司) and its associates (“**Huaneng Group**”) and Changzhi Nanye Industry Group Co., Ltd. (長治市南燁實業集團有限公司) and its associates (“**Nanye Group**”) were set out in below table:

**Each Transaction Volume of Connected Persons
at the End of 2024**

Unit: RMB0'000

	SSCO Group	Huaneng Group	Nanye Group
Fee income	7,463.80	417.22	126.31
Caps of fee charged	35,490.00	3,240.00	2,060.00
Fee expense	0.00	0.00	0.00
Caps of fee paid	0.00	900.00	0.00

**Use of Provision of Transaction Scale for Financial Products with Connected Persons
at the End of 2024**

Unit: RMB0'000

	Great Wall Securities Asset Management Schemes	Huaneng Guicheng Trust Schemes	Great Wall Fund	Invesco Great Wall Fund
Caps of investment amount	343,640.00	250,000.00	400,000.00	400,000.00
Actual investment amount	61,030.72	0.00	0.00	0.00
Caps of return for the investment	15,460.00	14,000.00	15,400.00	17,400.00
Actual return received by the Bank	5,425.09	0.00	0.00	0.00
Caps of costs	520.00	1,000.00	1,000.00	1,200.00
Actual costs paid by the Bank	241.38	0.00	0.00	0.00

As a local legal person financial institution, the Bank is duty-bound to serve and support the economic development of the whole province as its responsibilities and missions. The Bank will strictly control each indicator of related party transactions to meet the regulatory requirement, and also contribute to the Bank's strength in supporting the business development of each related party and supporting the economic transformation and development of Shanxi Province.

For the avoidance of doubt, “principal shareholder(s)” referred to in this report has the same meaning ascribed to it under the Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》) (CBRC Order No. 1 of 2018).

According to the relevant provisions of the Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》) (CBRC Order No. 1 of 2018) (hereinafter referred to as the “**Measures for Equity Management**”), the Notice by the General Office of the China Banking and Insurance Regulatory Commission of Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions (《中國銀保監會辦公廳關於進一步加強銀行保險機構股東承諾管理有關事項的通知》) (Yin Bao Jian Ban Fa [2021] No. 100) (hereinafter referred to as the “**Notice**”) and the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) (《銀行保險機構大股東行為監管辦法(試行)》) (Yin Bao Jian Fa [2021] No. 43) (hereinafter referred to as the “**Measures for the Supervision of the Behavior of Major Shareholders**”), “the board of directors of commercial banks shall, at least once a year, assess the principal shareholders’ qualifications, fulfillment of commitments, implementation of the terms of articles of association and agreements, and compliance with laws, regulations and regulatory requirements, and submit the assessment reports to the CBRC and its dispatched authorities in a timely manner”, “the board of directors of banking and insurance institutions shall, at least once a year, assess the major shareholders’ qualifications, financial position, shareholding, related party transactions in the previous year, exercise of shareholders’ rights, fulfillment of obligations and commitments, implementation of the terms of articles of association and agreements, compliance with laws, regulations and regulatory requirements, and report such assessment at a shareholders’ meeting (general meeting) or through written documents, with a copy to the CBIRC or its dispatched authorities”, “principal Shareholders of commercial banks should undertake in writing to replenish the capital of commercial banks when necessary in accordance with the regulatory requirements, and report annually to the CBRC or its dispatched authorities on their ability to replenish the capital through the commercial banks”, the Board of Directors of the Bank attached great importance to the evaluation of principal Shareholders and major Shareholders for 2024 and conducted relevant evaluations in strict accordance with relevant regulatory requirements. The relevant evaluation is now updated and reported as follows:

I. EQUITY MANAGEMENT

In 2024, the Board of Directors of the Bank attached great importance to Shareholders’ equity management. With the diligent and continuous improvement of the equity management system, the Board carefully learned and straightened out various regulatory provisions, actively promoted the implementation of various regulatory requirements; improved the equity management system of the Bank and constantly strengthened the ability of equity penetration management; strictly implemented reporting requirements for equity approval and report, enabling Shareholders to obtain equity in compliance with laws and regulations; strengthened the management of Shareholders’ shareholding behavior and optimized the process of Shareholders’ equity business; paid close attention to changes in the shareholdings of Shareholders, continued to perform equity analysis, enhanced the initiative and sensitivity of equity management, and continuously promoted the steady operation and healthy development of the Bank, which mainly included the following aspects:

(I) Continue to Strengthen Learning and Constantly Improve Professional Management Ability

On the one hand, the Bank strengthened the publicity and implementation of laws and regulations on major Shareholders and principal Shareholders, listed responsibilities and obligations of Shareholders and other key contents by sorting out and refining knowledge points of laws and regulations and sent them to Shareholders, carried out investigations into major Shareholders' rights and obligations and negative behaviors, and facilitated Shareholders to perform the duties as a Shareholder by law. On the other hand, the Bank increased the learning and training of the staff, conducted systematical interpretation and publication of the relevant financial policies, laws and regulations to the staff on a regular basis based on the daily management work; organized and participated in online professional training of regulatory authorities from time to time to continuously enhance Shareholders' awareness of compliance and law-abiding and staff's ability of professional management.

(II) Strictly Manage Shareholder Access and Strengthen the Management of Shareholders' Shareholding Behavior

The Bank strengthened the review of equity business, strictly managed Shareholder access, and implemented the Shareholder commitment system. Based on the actual work, the Bank strengthened the daily behavior management of Shareholders' equity through cooperation with custodian institutions, optimized the process of Shareholders' equity business, improved the equity registration procedure, and promoted the regulation and standardization of equity management.

(III) Adhere to the Principles of Penetration, and Constantly Improve the Scope and Level of Verification

The Bank's Shareholder equity penetration has always followed the management principles of "classified management and clear relationship", and has continuously expanded the scope of penetration verification and improved the level of penetration management. In 2024, according to regulatory requirements, the Bank regularly checked the financial data of principal Shareholders, controlling Shareholders, actual controllers, related parties, parties acting in concert and ultimate beneficiaries and reported to the regulatory authorities, and continued to carry out the penetration verification on 25 corporate Shareholders (the total Shares held by them accounted for 79.88% of the total Shares of the Bank) holding more than 20 million Shares (including 20 million Shares, corresponding shareholdings accounted for 0.34%), and conducted verification quarterly with the help of the Bank's internal data platform and third-party enterprise information inquiry platforms such as Qichacha (企查查) and Tianyancha (天眼查). The Bank did not find that the related party relationships among Shareholders were not effectively identified, the equity penetration was incomplete, or some Shareholders temporarily had difficulty in penetrating the equity.

(IV) Strengthen Information Management, and Constantly Improve the Equity Monitoring System

Firstly, in the daily management of securities affairs, the Bank monthly checked and regularly sorted out the register of Shareholders provided by the China Securities Depository and Clearing Corporation Limited, continued to pay attention to the changes in the shareholding of Shareholders, Directors, Supervisors and senior management and the restriction of their rights, and established ledger information. Secondly, the Bank checked the accuracy and completeness of the relevant information submitted by the Shareholders to the Bank quarterly and submitted it to the regulatory authorities promptly. Thirdly, in accordance with regulatory requirements, the Bank timely, accurately and completely filled in the data on Shareholders' shareholding changes, restriction of rights and related party transactions in the equity supervision information data system, so that the regulatory authorities can monitor the Shareholders.

II. PRINCIPAL SHAREHOLDERS AND MAJOR SHAREHOLDERS**(I) Principal Shareholders**

According to the Measures for Equity Management (《股權管理辦法》), principal shareholders of a commercial bank refer to shareholders holding or controlling 5% or more of shares or voting rights of the commercial bank, or holding less than 5% of total capital or total shares of the commercial bank but having a significant impact on the operational management of the commercial bank. The "significant impact" includes, but is not limited to dispatching directors, supervisors or senior management to a commercial bank, influencing the financial and operational management decisions of commercial banks through agreements or other means and other circumstances identified by the CBRC or its local offices. The Measures for Equity Management also provides that the shareholding ratio of a shareholder and its affiliates and persons acting in concert shall be calculated in aggregate.

According to the above provisions, in 2024, the principal Shareholders recognized by the Bank are ten Shareholders, namely Shanxi Finance Bureau (山西省財政廳), Huaneng Capital Services Co., Ltd. ("**Huaneng Capital**"), Taiyuan Municipal Finance Bureau (太原市財政局), Changzhi Nanye Industry Group Co., Ltd. (長治市南燁實業集團有限公司) ("**Nanye Group**"), Shanxi Lu'an Mining (Group) Co., Ltd. (山西潞安礦業(集團)有限責任公司) ("**Lu'an Group**"), Shanxi International Electricity Group Limited Company (山西國際電力集團有限公司) ("**Shanxi International Electricity**"), Shanxi Coking Coal Group Co., Ltd. (山西焦煤集團有限責任公司) ("**Coking Coal Group**"), Changzhi Huashengyuan Mining Industry Co., Ltd. (長治市華晟源礦業有限公司) ("**Huashengyuan Mining**"), Jinneng Holding Equipment Manufacturing Group Co., Ltd. (晉能控股裝備製造集團有限公司) ("**Jinneng Holding Equipment Manufacturing Group**") and Shanxi Tongpei Coal and Coke Co., Ltd. (山西統配煤礦煤焦有限公司) ("**Tongpei Coal**").

List of Principal Shareholders of Jinshang Bank

No.	Name of principal Shareholder	Number of shares held (share)	Proportion of shareholding	Whether to dispatch Directors, Supervisors or senior management	Remark
1	Shanxi Finance Bureau (山西省財政廳)	715,109,200	12.25%	Yes (Director)	
2	Huaneng Capital	600,000,000	10.28%	Yes (Director)	
3	Taiyuan Municipal Finance Bureau (太原市財政局)	467,471,964	8.01%	Yes (Director)	
4	Nanye Group	450,657,435	7.72%	Yes (Director)	Being a party acting in concert with Huashengyuan Mining
5	Lu'an Group	359,091,687	6.15%	Yes (Director)	
6	Shanxi International Electricity	300,000,000	5.14%	Yes (Director)	
7	Coking Coal Group	291,339,054	4.99%	Yes (Director)	Being a related party of Tongpei Coal
8	Huashengyuan Mining	234,569,820	4.02%	No	Being a party acting in concert with Nanye Group
9	Jinneng Holding Equipment Manufacturing Group	200,000,000	3.43%	Yes (Director)	
10	Tongpei Coal	5,789,823	0.10%	No	Being a related party of Coking Coal Group

Note: Nanye Group, a Shareholder of the Bank, and Huashengyuan Mining, a Shareholder of the Bank, are parties acting-in-concert, with a total shareholding of 11.74%, and shall be managed as principal Shareholders.

Coking Coal Group, a Shareholder of the Bank, and Tongpei Coal, a Shareholder of the Bank, are related parties, with a total shareholding of 5.09%, and shall be managed as principal Shareholders.

(II) Major Shareholders

Pursuant to the relevant provisions of the Measures for the Supervision of the Behavior of Major Shareholders, a shareholder holding more than 10% of the equity interest in urban commercial banks, rural commercial banks and other institutions is considered to be a major shareholder of the company. It is also stipulated that the proportion of shareholding of the shareholders as well as their related parties and persons acting-in-concert shall be calculated in aggregate. If the aggregate proportion of shareholding meets the above requirements, the relevant shareholders shall be managed as major shareholders.

In accordance with the above provisions, as of the end of 2024, the Bank recognized four Shareholders, namely, Shanxi Finance Bureau, Huaneng Capital, Nanye Group and Huashengyuan Mining, as the major Shareholders.

List of Major Shareholders of Jinshang Bank

No.	Name of major Shareholder	Number of shares held (share)	Proportion of shareholding	Whether to dispatch Directors, Supervisors or senior management	Remark
1	Shanxi Finance Bureau	715,109,200	12.25%	Yes (Director)	
2	Huaneng Capital	600,000,000	10.28%	Yes (Director)	
3	Nanye Group	450,657,435	7.72%	Yes (Director)	Being a party acting in concert with Huashengyuan Mining
4	Huashengyuan Mining	234,569,820	4.02%	No	Being a party acting in concert with Nanye Group

Note: Nanye Group, a Shareholder of the Bank, and Huashengyuan Mining, a Shareholder of the Bank, are parties acting-in-concert, with a total shareholding of 11.74%, and shall be managed as major Shareholders.

As of the end of 2024, none of the Bank's principal Shareholders or major Shareholders have pledged their shares in the Bank.

II. EVALUATION IMPLEMENTATION AND RESULTS

The evaluation focused on principal Shareholders' qualifications, fulfillment of commitments, implementation of the terms of the Articles of Association or agreements of the Bank, and compliance with laws, regulations and regulatory requirements as stipulated in the Measures for Equity Management (《股權管理辦法》), as well as the major Shareholders' qualifications, financial positions, number of shares, related party transactions in the previous year, exercise of Shareholders' rights, fulfillment of obligations and commitments, implementation of the terms of the Articles of Association and agreements, compliance with laws, regulations and regulatory requirements as stipulated in the Measures for the Supervision of the Behavior of Major Shareholders (《大股東行為監管辦法》). The evaluation results are as follows:

(I) Evaluation on Principal Shareholders

1. Qualifications of Shareholders

In 2024, except that Shanxi Finance Bureau and Taiyuan Municipal Finance Bureau are administrative authority legal persons, principal Shareholders of the Bank are corporate legal persons that are established in accordance with the laws, have legal person qualifications and have good corporate governance structures and effective organizational management methods. Such Shareholders

have good social standing and are able to repay the principal and interests of the loans from financial institutions in full and on schedule. They have stable core principle businesses and operation conditions, stable cash flow, solid financial strength, and are in good financial condition. The funds invested in the Bank are their own funds. Their shareholding structures are clear and no related party transactions are conducted illegally. Also, their shareholder qualifications are approved by the regulatory authorities.

2. *Fulfillment of commitments*

Principal Shareholders of the Bank made written commitments from three categories, namely commitments on statement, commitments on compliance and commitments on duty performance; made confirmations and statements on the truthful and legitimate sources of their own funds to be the funds invested, the truthfulness, accuracy and completeness of relevant information provided and no records of significant violation of laws and regulations in recent years; made compliance commitments on no interference with the operation of the Bank, carrying out related party transactions in a standard manner, standardizing equity pledge and no transfer of equities held within the prescribed period; also made commitments on duty performance on capital replenishment, liquidity support, risk assistance and other corresponding responsibilities and obligations to be performed in the future based on regulatory requirements. In 2024, the principal Shareholders of the Bank conducted stable operations, had the capability to supplement the Bank's capital, and could perform the above commitments well.

3. *Implementation of the Articles of Association or terms of the agreements*

The Articles of Association is the basic document for the Bank's corporate governance and the agreed document to be observed by all Shareholders of the Bank. In 2024, the principal Shareholders of the Bank exercised the Shareholders' rights and performed the Shareholder's obligations according to the requirements of the Articles of Association, and none of the principal Shareholders exercised improper rights or failed to perform the agreed obligations beyond the provisions of the Articles of Association.

4. *Compliance with laws, regulations and regulatory requirements*

In 2024, the principal Shareholders of the Bank exercised their rights and fulfilled their obligations as investors in accordance with laws, regulations and regulatory requirements. None of them abused the shareholder's rights to interfere or use their influence to interfere with the decision-making and management rights that the Board of Directors and senior management are entitled to in accordance with the Articles of Association, directly intervened or used their influence to interfere with the operation and management of commercial banks by bypassing the Board of Directors and senior management, transferred benefits, or otherwise damaged the legitimate rights and interests of depositors, commercial banks and other Shareholders.

5. *Capital replenishment capacity of principal Shareholders*

The principal Shareholders of the Bank have signed the principal shareholders' commitment letter and made commitments on duty performance on capital replenishment support, liquidity support, risk assistance and other corresponding responsibilities and obligations to be performed in the future based on regulatory requirements. In 2024, the principal Shareholders of the Bank performed the above commitment requirements well, with good operating and financial conditions and corresponding capital replenishment capabilities. Meanwhile, the Bank regularly collected the financial information of principal Shareholders and uploaded the annual financial information of principal Shareholders to the equity supervision system, so that the regulatory authorities monitored the capital replenishment capacity of principal Shareholders of the Bank.

(II) **Evaluation on Major Shareholders**

1. *Qualifications of Shareholders*

According to the relevant provisions of the Administrative Measures for Major Shareholders, in 2024, there were two major Shareholders of the Bank holding more than 10% of the equity interest, namely Shanxi Finance Bureau and Huaneng Capital. Nanye Group acts in concert with Huashengyuan Mining, both of which are managed as major Shareholders, with an aggregate shareholding of 11.74% in the total share capital. Except for the Shanxi Finance Bureau, which is an administrative authority legal person, the major Shareholders of the Bank have a good social reputation, integrity records, tax records and financial position, and have strong operating ability and capital strength. The Shareholders have good qualifications, and have been approved by the regulatory authorities for their capital contribution.

2. *Financial position*

Among the Bank's major Shareholders and the Shareholders managed as major Shareholders, the Shanxi Finance Bureau is a state administrative authority legal person, and Huaneng Capital, Nanye Group and Huashengyuan Mining are corporate legal persons established in accordance with the laws. Huaneng Capital, established in 2003 with a registered capital of RMB9,800 million, is a financial asset investment, management professional institution and financial service platform of China Huaneng Group Co., Ltd. (中國華能集團有限公司) ("**Huaneng Group**"), which is mainly responsible for formulating the financial industry development plan, unifying management of financial assets and equity interest, rationally allocating financial resources, coordinating business cooperation among financial enterprises, and providing diversified financial services. Huaneng Capital's financial position was good, and has made profits for three consecutive years during the reporting period. As of the end of 2024, the proportion of net assets to total assets was 31.97%, and the proportion of equity investment balance to net assets was 37.82%. It currently controls and manages more than ten financial enterprises, which is also one of the important profit sources of the Huaneng Group. Nanye Group, established in 1999 with a registered capital of RMB520 million, is a large private group enterprise mainly integrating mining and washing of coal resources, railway transportation, LED emerging industries, etc. Nanye Group's financial position was good, and has made profits for three consecutive years during the reporting period. As of the end of 2024, the proportion of net assets to total assets was 65.53%, and the proportion of equity investment balance to

net assets was 21.25%. Nanye Group is one of the top 100 enterprises in Shanxi Province. Huashengyuan Mining, established in 2003 with a registered capital of RMB60 million, is a private enterprise mainly engaged in coal washing and dressing, as well as the sales of ores and hardware and electrical appliances. Huashengyuan Mining Industry's financial position was good, and has made profits for three consecutive years during the reporting period. As of the end of 2024, the proportion of net assets to total assets was 50.67%, and the proportion of equity investment balance to net assets was 84.86%.

3. Related party transactions for the previous year

In 2024, the Bank continued to strengthen the management of related parties, promoted standardized and refined management of related party transactions, intensified the daily monitoring, statistics and analysis of related party transactions, spared no efforts to improve the management level of related party transactions, ensured continuous and effective operation of the management mechanism for related party transactions in strict accordance with the laws, regulations and regulatory requirements.

As of the end of 2024, the credit balance of related party transactions between the Bank and its related parties amounted to RMB9,904 million. The concentration ratio of the Bank's credit extension to a single related party was 4.63%, the concentration ratio of the Bank's credit extension to group customers to which a single related legal person or other organizations are subordinated was 8.77%, and the concentration ratio of the Bank's credit extension to all related parties was 30.60%, which met the regulatory requirements. The Bank's credit extension business to related party Shareholders was normal loans of good quality. In terms of credit risk exposure, capital utilization, transaction volume, structure and quality, they had no significant impact on the normal operation of the Bank. The non-performing ratio of loans to related parties of the Bank's Shareholders was nil, and the quality of related-party credit was better than the average level of the Bank's overall credit extension.

Overview of Credit Extension Related Party Transactions with Major Shareholders of Jinshang Bank in 2024

Unit: RMB0'000

Name of Shareholders	Name of credit extended enterprises	Loan	Letter of credit exposure	Total credit used	Credit concentration
Nanye Group and Huashengyuan Mining	Shanxi Huashengrong Coal Mine Co., Ltd. (山西華晟榮煤礦有限公司)	44,000.00	0.00	44,000.00	1.36%
	Shanxi Gaoke Huajie Photoelectric Technology Co., Ltd. (山西高科華傑光電科技有限公司)	14,556.10	0.00	14,556.10	0.45%
	Shanxi High Tech Huaxing Electronic Technology Co., Ltd. (山西高科華興電子科技有限公司)	6,000.00	0.00	6,000.00	0.19%
	Huashengyuan Mining	39,000.00	5,000.00	44,000.00	1.36%
Total		103,556.10	5,000.00	108,556.10	3.35%

In 2024, the business list of non-credit extension related party transactions between the Bank and the major Shareholders is as follows. The prices of such transactions were determined in accordance with the market standards, and such transactions were parts of our Bank's normal business and did not have any material adverse impact on our Bank's normal operating activities and financial position.

**Overview of Non-credit Extension Related Party Transactions of Major Shareholders of
Jinshang Bank in 2024**

Unit: RMB0'000

Name of Shareholders	Name of companies	Time deposits	Agreement deposits	Service-related expenses	Total
Nanye Group and Huashengyuan Mining	Shanxi Jinlu Injection Molding Technology Group Co., Ltd. (山西晉潞注塑科技集團有限公司)	0.00	25.13	0.00	25.13
	Changzhi Huaye Photoelectric Technology Co., Ltd. (長治市華燁光電科技有限責任公司)	0.00	4.48	0.03	4.51
	Shanxi Hi-Tech Video Technology Co., Ltd. (山西高科視像科技有限公司)	3,840.00	10,414.15	2.38	14,256.53
	Shanxi Huashengrong Coal Mine Co., Ltd. (山西華晟榮煤礦有限公司)	0.00	8.43	0.02	8.45
	Changzhi Minsheng Real Estate Development Co., Ltd. (長治市民生房地產開發有限公司)	0.00	1.51	0.00	1.51
	Beijing Ivy League Real Estate Co., Ltd. (北京長青藤置業有限公司)	0.00	172.25	0.00	172.25
	Shanxi Jinyun Coal Sales Co., Ltd. (山西晉雲煤炭銷售有限公司)	0.00	0.00	192.75	192.75
	Changzhi Pusu Culture Media Co., Ltd. (長治市璞素文化傳媒有限公司)	0.00	159.58	0.00	159.58
	Shanxi Jichang Investment Co., Ltd. (山西吉昌投資有限公司)	0.00	98.90	0.02	98.91
	Shanxi High-tech Huaye Electronic Group Co., Ltd. (山西高科華燁電子集團有限公司)	0.00	105.27	0.01	105.28
	Shanxi High-tech Huajie Optoelectronics Technology Co., Ltd. (山西高科華傑光電科技股份有限公司)	0.00	12,384.03	0.45	12,384.48
	Shanxi High Tech Huaxing Electronic Technology Co., Ltd. (山西高科華興電子科技有限公司)	3,000.00	968.15	1.54	3,969.69
	Shanxi Hi Tech Huachen Electronic Materials Co., Ltd. (山西高科華晨電子材料有限公司)	0.00	274.29	0.00	274.29
	Shanxi Ruijie International Trade Co., Ltd. (山西瑞傑國際貿易有限公司)	0.00	0.00	0.02	0.02
	Shanxi High-tech Huaye Electromechanical Equipment Installation Co., Ltd. (山西高科華燁機電設備安裝有限公司)	0.00	0.00	0.01	0.01
	Changzhi Ziwei Human Resources Co., Ltd. (長治市紫蔚人力資源有限公司)	0.00	126.87	0.00	126.87
	Changzhi Nanye Tongpei Coal Sales Co., Ltd. (長治市南燁統配煤炭銷售有限公司)	0.00	819.90	0.04	819.94

Name of Shareholders	Name of companies	Time deposits	Agreement deposits	Service-related expenses	Total
	Changzhi Jianyun Material Trade Co., Ltd. (長治市建雲物資貿易有限公司)	0.00	7.47	0.00	7.47
	Changzhi Nanye Industry Group Co., Ltd. (長治市南燁實業集團有限公司)	0.00	1,968.95	0.02	1,968.97
	Changzhi Huashengyuan Mining Industry Co., Ltd. (長治市華晟源礦業有限公司)	8,250.00	97.27	31.25	8,378.52
	Related natural persons	62.26	0.00	73.83	136.09
	Total	15,152.26	27,636.62	302.37	43,091.25
China Huaneng Group Co., Ltd. (中國華能集團有限公司)	Huaneng Capital Services Co., Ltd. (華能資本服務有限公司)	0.00	0.00	24.80	24.80
	Beijing Yuncheng Financial Information Service Co., Ltd. (北京雲成金融信息服務有限公司)	0.00	0.00	24.38	24.38
	Invesco Great Wall Fund Management Co., Ltd. (景順長城基金管理有限公司)	0.00	0.00	2.45	2.45
	Great Wall Fund Management Co., Ltd. (長城基金管理有限公司)	0.00	0.00	0.31	0.31
	Total	0.00	0.00	51.94	51.94

The above-mentioned related party transactions of the Bank's major Shareholders strictly followed general commercial principles and were conducted on terms not superior to the terms available to similar transactions with non-related parties. The transaction terms were fair and reasonable and complied with the relevant regulations and requirements of the regulatory authorities and the administrative regulations of the Bank's related party transactions and the credit extension processes complied with the requirements of the Bank's internal control system and were in the interests of all Shareholders and the Bank as a whole.

4. *Exercise of Shareholders' rights, performance of obligations and commitments*

In 2024, as the Bank's major Shareholders, the Shanxi Finance Bureau, Huaneng Capital, Nanye Group and Huashengyuan Mining could legally and effectively participate in corporate governance in accordance with relevant laws, regulations, regulatory provisions and the Articles of Association, and properly exercise the rights of Shareholders through corporate governance procedures. They upheld the independent operation of the Bank, participated in the general meetings and exercised voting rights, and received dividends and other forms of benefit distribution based on their proportion of the Bank's shares held. There is no abuse of Shareholders' rights, improper interference in the operations of the Bank, illegal pursuit of control, use of related party transactions to convey interests and transfer assets, or harm to the legitimate interests of minority Shareholders and financial customers.

The major Shareholders of the Bank have made written commitments to the Bank in accordance with relevant regulatory requirements and fulfilled their commitments carefully. For the performance of commitments on statement, major Shareholders of the Bank undertook that the funds invested in the Bank were their own funds. Major Shareholders were not involved in any illegal circumstances, such as holding shares in the Bank through financial products or providing inaccurate or incomplete information to the Bank. For the performance of commitments on compliance, no major Shareholders of the Bank interfered with the daily management and operation of the Bank, imposed improper indicator pressures on the Bank, interfered in the decision-making and operational rights entitled by the Board and senior management of the Bank or sought improper interests. They were not involved in circumstances such as damaging the legitimate rights and interests of depositors, the Bank and other stakeholders. For the performance of commitments on-duty performance, the major Shareholders of the Bank were in stable operating condition and good financial condition, and had the capabilities to replenish capital to the Bank when the Board of the Bank thought it necessary or the regulatory authorities ordered the Bank to replenish capital, and had the capabilities to replenish capital to the Bank when the Bank failed to replenish capital by means other than capital increase.

5. *Implementation of the Articles of Association and compliance with laws, regulations and regulatory requirements*

In 2024, as the Bank's major Shareholders, Shanxi Finance Bureau, Huaneng Capital, Nanyang Group and Huashengyuan Mining strictly complied with relevant laws, regulations, regulatory provisions and the relevant provisions of the Articles of Association of the Bank. The Bank has found that none of them falls under any of the circumstances: being listed as the object of joint punishment on incredibility by competent authorities; seriously evading or rejecting bank debts; providing false materials or making untrue statements; bearing major responsibilities for failure in the operation of commercial banks or major violations of laws and regulations; refusing or hindering the regulatory authorities in implementing supervision in accordance with laws; being investigated and punished by financial regulatory authorities or competent government departments due to violations of laws and regulations; and other circumstances which may have adverse impacts on the operation and management of the Bank.

IV. WORKING PLAN IN THE NEXT STAGE

The Bank will further improve corporate governance, strengthen the Shareholder and equity management in accordance with regulatory requirements and listing company requirements, strictly comply with the Articles of Association to safeguard the legitimate rights of the Shareholders, urge the Shareholders to perform their obligations in compliance with laws and regulations, establish good investor relations, and jointly promote the healthy development of Jinshang Bank on the basis of compliance with laws and regulations and regulatory requirements.

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

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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)

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

Reference is made to the circular of Jinshang Bank Co., Ltd.* (the “**Bank**”) dated May 28, 2025 (the “**Circular**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

NOTICE IS HEREBY GIVEN that the 2024 annual general meeting (the “**AGM**”) of the Bank will be held at 10:00 a.m. on Friday, June 27, 2025 at the Conference Room, 22nd Floor, No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC, to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Work Report of the Board of Directors for 2024;
2. To consider and approve the Work Report of the Board of Supervisors for 2024;
3. To consider and approve the Profit Distribution Plan for 2024;
4. To consider and approve the Report of Final Financial Accounts for 2024;
5. To consider and approve the Financial Budget for 2025;
6. To consider and approve the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Directors during 2024;
7. To consider and approve the Report of the Board of Supervisors on Assessment on the Performance of Duties by Supervisors during 2024;
8. To consider and approve the Report of the Board of Supervisors on Supervision and Assessment on the Performance of Duties by Members of the Senior Management during 2024;

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

9. To consider and approve the appointment of auditors to audit financial statements for 2025;
10. To consider and approve the appointment of Mr. RONG Changqing as a non-executive director of the sixth session of the board of directors;
11. To consider and approve the appointment of Mr. GAO Yurong as a non-executive director of the sixth session of the board of directors;
12. To consider and approve the appointment of Mr. WANG Xiankui as a non-executive director of the sixth session of the board of directors;
13. To consider and approve the appointment of Mr. WU Xiaoping as an independent non-executive director of the sixth session of the board of directors;
14. To consider and approve the proposed amendments to the Rules of Procedures for the Shareholders' General Meeting;
15. To consider and approve the proposed amendments to the Rules of Procedures for the Board of Directors;
16. To consider and approve the proposed discontinuation of the establishment of the Board of Supervisors; and

SPECIAL RESOLUTION

17. To consider and approve the proposed amendments to the Articles of Association.

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

Taiyuan, May 28, 2025

As at the date of this notice, the board of directors of the Bank comprises Ms. HAO Qiang, Mr. ZHANG Yunfei and Mr. WANG Qi as executive Directors; Mr. WU Canming, Mr. MA Hongchao, Mr. LIU Chenhang, Mr. LI Yang and Mr. WANG Jianjun as non-executive Directors; Mr. WANG Liyan, Mr. DUAN Qingshan, Mr. SAI Zhiyi, Ms. HU Zhihong and Mr. CHAN Ngai Sang Kenny 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 and/or deposit-taking business in Hong Kong.*

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

Notes:

1. For more information about the above resolutions, please refer to the Circular.

- 2. Registration Procedures for Attending the AGM**

Individual shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document(s) or proof of identity and stock account cards. Proxies of individual shareholders shall produce their effective document of identity and proxy form. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid document(s) evidencing his/her capacity as a legal representative. If being appointed to attend the meeting, the proxy should produce his/her identity card and an authorization instrument duly signed by the legal representative of the corporate shareholder.

- 3. Proxy**

Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more person(s) (if the shareholder holds two or more issued shares of the Bank), whether (each of) such person(s) is a shareholder or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the AGM. The instrument appointing a proxy must be signed by the shareholder or his/her attorney duly authorized in writing. For a corporate shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the appointer under a power of attorney or other authorization document(s) given by the appointer, such power of attorney or other authorization document(s) shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorization document(s) must be delivered to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the shareholders of the Bank's H shares) or the office of the board of directors of the Bank at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the shareholders of the Bank's domestic shares) no later than 24 hours before the scheduled time for the holding of the AGM (i.e. 10:00 a.m. on June 26, 2025 (Thursday)) or any adjournment thereof (as the case may be). In case of registered joint holders of any shares of the Bank, any one of the registered joint holders can vote on such shares at the AGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the AGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Bank relating to such shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders. After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

- 4. Closure of Register of Members**

The Bank's register of members will be closed from June 24, 2025 (Tuesday) to June 27, 2025 (Friday), both days inclusive. The shareholders whose names appear in the Bank's register of members as at the close of business on June 23, 2025 (Monday) shall be entitled to attend and vote at the AGM. For the shareholders of the Bank's H shares to be eligible for attending and voting at the AGM, all transfer document(s) together with the relevant share certificates and other appropriate document(s) shall be delivered to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on June 23, 2025 (Monday).

The Bank's register of members of H shares will be closed from July 4, 2025 (Friday) to July 9, 2025 (Wednesday), both days inclusive. Shareholders of the Bank whose names appear on the Bank's register of members of H shares and the register of members of domestic shares on July 9, 2025 (Wednesday) will be entitled to receive the 2024 final dividend.

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

In order to be qualified to receive the 2024 final dividend, all transfer document(s) together with the relevant share certificates and other appropriate document(s) shall be delivered to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for the shareholders of the Bank's H shares), or the office of the board of directors of the Bank, at No. 59 Changfeng Street, Xiaodian District, Taiyuan, Shanxi Province, the PRC (for the shareholders of the Bank's domestic shares), for registration no later than 4:30 p.m. on July 3, 2025 (Thursday).

5. Publication of Poll Results

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all resolutions at the AGM will be voted by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of poll will be published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Bank (www.jshbank.com) in accordance with Rule 13.39(5) of the Listing Rules.

6. Miscellaneous

The AGM is expected to last for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.