
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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CZBANK  **浙商银行**
CHINA ZHESHANG BANK CO., LTD.
浙商银行股份有限公司
(A joint-stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2016)

**PROPOSED DISSOLUTION OF THE BOARD OF SUPERVISORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS
AND
NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING**

The EGM of the Bank will be held at Head Office of China Zheshang Bank, No. 1 Minxin Road, Shangcheng District, Hangzhou, Zhejiang, the PRC on Wednesday, December 31, 2025 at 3:30 p.m.. The notice of the EGM is set out on pages 221 to 222 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof (i.e. before 3:30 p.m. on Tuesday, December 30, 2025). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

December 14, 2025

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DEFINITIONS

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

“A Shares”	ordinary shares in the share capital of the Bank with nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
“Bank”	China Zheshang Bank Co., Ltd. (浙商银行股份有限公司), a nationwide joint-stock commercial bank, the predecessor of which is a sino-foreign joint venture incorporated in the PRC on April 16, 1993 in accordance with the PRC laws, and reorganized to a joint-stock company with approval of the former China Banking Regulatory Commission on June 30, 2004, the H Shares of which have been listed on the main board of the Stock Exchange on March 30, 2016 (Stock Code: 2016); the A Shares of which have been listed on the SSE on November 26, 2019 (Stock Code: 601916)
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“NFRA”	National Financial Regulatory Administration
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Bank
“EGM” or “Extraordinary General Meeting”	the 2025 second extraordinary general meeting or any adjourned meeting of the Bank to be held at Head Office of China Zheshang Bank, No. 1 Minxin Road, Shangcheng District, Hangzhou, Zhejiang, the PRC on Wednesday, December 31, 2025 at 3:30 p.m.
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shareholder(s)”	holder(s) of H Shares

DEFINITIONS

“H Shares”	overseas listed foreign shares in the share capital of the Bank with nominal value of RMB1.00 each, which are listed on the Stock Exchange and traded in Hong Kong dollars
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures for Shareholders’ General Meetings”	rules of procedures for shareholders’ general meetings of China Zheshang Bank Co., Ltd., as amended, supplemented or otherwise modified from time to time
“Rules of Procedures for the Board”	rules of procedures for Board of Directors of China Zheshang Bank Co., Ltd., as amended, supplemented or otherwise modified from time to time
“Share(s)”	A Shares and H Shares
“Shareholder(s)”	holder(s) of Shares
“Supervisor(s)”	the supervisor(s) of the Bank
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

CZBANK  **浙商银行**
CHINA ZHESHANG BANK CO., LTD.
浙商银行股份有限公司

(A joint-stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2016)

Executive Directors:

Mr. CHEN Haiqiang
Ms. MA Hong

Non-executive Directors:

Mr. HOU Xingchuan
Mr. REN Zhixiang
Mr. HU Tiangao
Mr. YING Yuxiang

Independent Non-executive Directors:

Mr. WANG Wei
Mr. XU Yongbin
Mr. FU Tingmei
Mr. SHI Hao
Mr. LOU Weizhong

Registered Office:

No. 1788, Hongning Road
Xiaoshan District
Hangzhou
Zhejiang
the PRC

***Principal place of business
in Hong Kong:***

15/F, Three Exchange Square
No. 8 Connaught Place
Central
Hong Kong

December 14, 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED DISSOLUTION OF THE BOARD OF SUPERVISORS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS
AND
NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM, and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

LETTER FROM THE BOARD

II. MATTERS TO BE CONSIDERED AT THE EGM

Proposed Dissolution of the Board of Supervisors

Reference is made to the announcement of the Company dated December 10, 2025 in relation to the Board's proposed dissolution of the Board of Supervisors.

In accordance with the Company Law of the People's Republic of China (2023 Revision) and the relevant provisions of the CSRC and the NFRA regarding the dissolution of the Board of Supervisors, the Bank proposes to dissolve the Board of Supervisors, and the audit committee of the Board shall assume the statutory functions and powers of the Board of Supervisors. The Bank shall appoint employee directors to the Board and make corresponding amendments to the Articles of Association. The Rules of Procedure for the Board of Supervisors of Zheshang Bank Co., Ltd., the Rules of Procedure for the Nomination Committee of the Board of Supervisors of Zheshang Bank Co., Ltd., and the Rules of Procedure for the Board of Supervisors' Supervisory Committee of Zheshang Bank Co., Ltd. shall be abolished simultaneously, and all provisions relating to the Board of Supervisors and supervisors in the Bank's internal rules and regulations shall cease to apply.

The Board has reviewed and approved the resolution on the dissolution of the Board of Supervisors and hereby submits it for review and approval at the EGM.

The proposal regarding dissolution of the Board of Supervisors shall be submitted to the general meeting of the shareholders of the Bank as a special resolution for consideration and approval. The adjustment to dissolve the Board of Supervisors shall take effect upon the proposal being approved by the EGM and the amended Articles of Association being approved by the NFRA following the approval at the EGM. The seventh session of the Board of Supervisors and its members shall continue to perform their duties in accordance with laws, regulations and the Articles of Association until the effective date of the adjustment to dissolve the Board of Supervisors.

Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Company dated December 10, 2025 in relation to the Board's proposed amendments to the Articles of Association.

To further improve the corporate governance system, the Bank proposes to amend its Articles of Association in accordance with the Company Law of the People's Republic of China (2023 Revision), the Guidelines for Articles of Association of Listed Companies (2025 Revision) issued by the CSRC, the Administrative Measures for Independent Directors of Listed Companies (2025 Amendment), the Transitional Arrangements for the Implementation of Supporting Rules under the New Company Law, the Notice on Matters Concerning the Alignment of Corporate Governance Regulatory Provisions with the Company Law (JIN GUI [2024] No. 23) issued by the NFRA, and the Code of Corporate Governance for Banking and

LETTER FROM THE BOARD

Insurance Institutions, as well as other applicable laws, regulations and regulatory requirements, taking into account the Bank's actual circumstances. The details of the amendments are set out in Appendix I to this circular.

The Board has reviewed and approved the amendments to the Articles of Association and hereby submits it for review and approval at the EGM. Meanwhile, the Board plans to propose to the EGM that the Board (and the Board may further authorize the authorized person(s)) be authorized to adjust and revise the relevant provisions of the Articles of Association and deal with the approval and filing matters in relation to the amendment to the Articles of Association based on any changes in domestic and overseas laws, regulations and other normative documents, and related requirements and the opinions of the domestic and overseas relevant regulatory authorities.

The proposed amendments to the Articles of Association shall be submitted to the EGM for consideration and approval by way of a special resolution. The amended Articles shall become effective upon approval by the EGM and the approval by the NFRA thereafter. Prior to that, the current Articles of Association shall remain valid.

Proposed Amendments to the Rules of Procedures for Shareholders' General Meetings

To further formalize the corporate governance policy, according to provisions of laws and regulations as well as regulatory systems including the Company Law of the People's Republic of China (2023 Revision), Code of Corporate Governance for Banking and Insurance Institutions, the Code of Corporate Governance for Listed Companies (2025 Revision), the Guidelines on Articles of Association of Listed Companies (2025 Revision) and the Rules for Shareholders' General Meetings of Listed Companies issued by the CSRC and the amendments to the Articles of Association, and considering the actual situation of the Bank, the Bank proposed to amend the Rules of Procedures for Shareholders' General Meeting. The details of the amendments and their basis are set out in Appendix II to this circular.

The Board has reviewed and approved the resolution on the amendments to the Rules of Procedures for Shareholders' General Meetings and hereby submits it for review and approval at the EGM. Meanwhile, the Board plans to propose to the EGM that the Board (and the Board may further authorize the authorized person(s)) be authorized to adjust and revise the relevant provisions of the Rules of Procedures for Shareholders' General Meetings, based on any changes in domestic and overseas laws, regulations and other normative documents, and related requirements and the opinions of the domestic and overseas relevant regulatory authorities and taking into account of the amendments to the Articles of Association.

The resolution on the amendments to the Rules of Procedures for Shareholders' General Meetings shall be submitted for consideration and approval by way of an ordinary resolution at the EGM, and shall take effect from the date of approval on the amendments to the Articles of Association of the Bank from NFRA.

LETTER FROM THE BOARD

Proposed Amendments to the Rules of Procedures for the Board

In accordance with the Company Law of the People's Republic of China (2023 Revision), the Guidelines on Articles of Association of Listed Companies (2025 Revision) issued by the CSRC and other laws, regulations and regulatory requirements, and after considering the amendments to the Articles of Association and the actual situation of the Bank, the Bank proposed to amend the Rules of Procedures for the Board. The details of the amendments are set out in Appendix III to this circular.

The Board has reviewed and approved the resolution on the amendments to the Rules of Procedures for the Board and hereby submits it for review and approval at the EGM. Meanwhile, the Board plans to propose to the EGM that the Board (and the Board may further authorize the authorized person(s)) be authorized to adjust and revise the relevant provisions of the Rules of Procedures for the Board, based on any changes in domestic and overseas laws, regulations and other normative documents, and related requirements and the opinions of the domestic and overseas relevant regulatory authorities and taking into account of the amendments to the Articles of Association.

The resolution on the amendments to the Rules of Procedures for the Board shall be submitted for review and approval by way of an ordinary resolution at the EGM, and shall take effect from the date of approval on the amendments to the Articles of Association of the Bank from NFRA.

III. THE EXTRAORDINARY GENERAL MEETING

A proxy form for use at the EGM are enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. For the holders of H Shares, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof (i.e. before 3:30 p.m. on Tuesday, December 30, 2025). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof if you so wish.

The H Shares register of members of the Bank will be closed from Wednesday, December 24, 2025 to Wednesday, December 31, 2025 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered holders of H Shares who intend to attend the EGM, all share certificates and the transfer documents must be lodged with 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, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, December 23, 2025. The holder of H Shares whose names appear on the register of members of the Bank on Wednesday, December 24, 2025 will be entitled to attend and vote at the EGM.

LETTER FROM THE BOARD

IV. VOTING BY POLL

According to the Listing Rules, each of the resolutions to be proposed at the EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at www.czbank.com and the website of the Stock Exchange at www.hkexnews.hk after the EGM.

V. RECOMMENDATION

The Board considers that all resolutions to be proposed at the EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions to be proposed at the EGM.

By order of the Board
China Zheshang Bank Co., Ltd.
Chen Haiqiang
Executive Director, President of the Bank

Hangzhou, the PRC

**Comparative Table of the Amendments to the
Articles of Association of China Zheshang Bank Co., Ltd.**

Original Article	Revised Article
Chapter I General Provisions	Chapter I General Provisions
<p>Article 1 To safeguard the legitimate rights and interests of China Zheshang Bank Co., Ltd. (hereinafter referred to as “our Bank”), our shareholders, and creditors, and to regulate the organization and activities of our Bank, these Articles of Association are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Securities Law</i>”), the <i>Commercial Bank Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Commercial Bank Law</i>”), the <i>Special Provisions of the State Council on the Overseas Offering of Shares and Listing of Joint Stock Limited Companies</i>, <i>Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</i>, the <i>State Council’s Guiding Opinions on Conducting Pilot Programs for Preferred Shares</i>, <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (hereinafter referred to as the “<i>Hong Kong Listing Rules</i>”), the <i>Guidelines for the Articles of Association of Listed Companies</i>, and other relevant laws and provisions.</p>	<p>Article 1 To safeguard the legitimate rights and interests of China Zheshang Bank Co., Ltd. (hereinafter referred to as “our Bank”), our shareholders, <u>employees</u>, and creditors, and to regulate the organization and activities of our Bank, these Articles of Association are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Company Law</i>”), the <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Securities Law</i>”), the <i>Commercial Bank Law of the People’s Republic of China</i> (hereinafter referred to as the “<i>Commercial Bank Law</i>”), the <i>Special Provisions of the State Council on the Overseas Offering of Shares and Listing of Joint Stock Limited Companies</i>, <i>Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</i>, the <i>State Council’s Guiding Opinions on Conducting Pilot Programs for Preferred Shares</i>, <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (hereinafter referred to as the “<i>Hong Kong Listing Rules</i>”), the <i>Guidelines for the Articles of Association of Listed Companies</i>, <u>the <i>Corporate Governance Code for Banking and Insurance Institutions</i>, and the <i>Rules for Shareholders’ Meetings of Listed Companies</i></u>.</p>

Original Article	Revised Article
<p>Article 2 Our Bank is a nationwide joint-equity commercial bank established pursuant to the “<i>Company Law</i>” and the “<i>Commercial Bank Law</i>”, and upon approval of the former China Banking Regulatory Commission (CBRC Approval [2004] No. 91).</p> <p>Our Bank was established through an initiative process and registered with the Zhejiang Provincial Administration for Industry and Commerce on July 26, 2004, obtaining its business license. Our Bank’s Unified Social Credit Code is: 91330000761336668H.</p>	<p>Article 2 Our Bank is a nationwide joint-equity commercial bank established pursuant to the “<i>Company Law</i>” and the “<i>Commercial Bank Law</i>” and upon approval of the former China Banking Regulatory Commission (CBRC Approval [2004] No. 91).</p> <p>Our Bank was established through an initiative process and registered with the Zhejiang Provincial Administration for <u>Market Regulation Industry and Commerce</u> on July 26, 2004, obtaining its business license. Our Bank’s Unified Social Credit Code is: 91330000761336668H.</p>
<p>Article 6 The Chairman of our Bank shall serve as our Bank’s legal representative.</p>	<p>Article 6 The Chairman of our Bank <u>The director who represents the Bank in executing the Bank’s affairs shall serve as our Bank’s legal representative, elected by the Board of Directors. Where a director who serves as the legal representative resigns, such resignation shall be deemed to constitute simultaneous resignation as the legal representative.</u></p> <p><u>The appointment and change of the legal representative shall be carried out in accordance with the “<i>Company Law</i>” and relevant regulations of our Banking regulatory authority under the State Council.</u></p>
	<p><u>Article 7 The legal consequences of civil activities conducted by the legal representative in the name of our Bank shall be borne by our Bank.</u></p> <p><u>Restrictions on the powers of the legal representative imposed by the Articles of Association or by the shareholders’ meeting shall not be enforceable against bona fide third parties.</u></p> <p><u>Where the legal representative causes damage to others in the performance of their duties, our Bank shall bear civil liability. After bearing civil liability, our Bank may seek compensation from the legal representative at fault in accordance with the law or the Articles of Association.</u></p>

Original Article	Revised Article
<p>Article 8 Pursuant to the <i>Constitution of the Communist Party of China</i>, our Bank establishes the CPC Zheshang Bank Committee (hereinafter referred to as the “Zheshang Bank CPC Committee”) to conduct Party activities. The Party organization of the Communist Party of China shall play a core leadership role within our Bank, setting the direction, overseeing the overall situation, and ensuring implementation. Our Bank shall establish Party working bodies, provide sufficient Party affairs staff, and guarantee the working funds for the Party organization.</p>	<p>Article 89 Pursuant to the <i>Constitution of the Communist Party of China</i> and the <i>Regulations on the Work of primary-level Organizations of the Communist Party of China in State-Owned Enterprises</i>, our Bank establishes the CPC Zheshang Bank Committee (hereinafter referred to as the “Zheshang Bank CPC Committee”) to conduct Party activities. <u>The CPC Committee of our Bank shall have one Secretary, one or two Deputy Secretaries, and several other members. The Party organization of the Communist Party of China shall play a core leadership role within our Bank, setting the direction, overseeing the overall situation, and ensuring implementation.</u>Our Bank shall establish Party working bodies, provide sufficient Party affairs staff, and guarantee the working funds for the Party organization</p> <p><u>The CPC Committee of our bank adheres to the guidance of Marxism-Leninism, Mao Zedong Thought, Deng Xiaoping Theory, the important thought of the Three Represents, the Scientific Outlook on Development, and Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era. It implements the Party’s fundamental theories, basic line, and basic strategies, deeply comprehends the decisive significance of the “Two Establishments,” enhances the “Four Consciousnesses,” strengthens the “Four Confidences,” and achieves the “Two Upholds.” We uphold and strengthen the Party’s overall leadership, uphold the principle that the Party exercises effective self-supervision and practice strict governance in every respects, and deeply practice the political lead and people orientation of financial work. We explicitly designate Comrade Xi Jinping’s “ninety-nine-character” important directive to Zheshang Bank during his tenure in Zhejiang as our “family treasure, guiding compass, and source of motivation.” January 24th of each year is designated as the regular themed Party day for our Bank’s Party organizations. Guided by the vision of becoming a “first-class commercial bank,” our Bank comprehensively builds a political ecosystem centered on “integrity, simplicity, professionalism, coordination, and integrity.” It actively strives to become a “model for Party building in financial enterprises,” providing strong political and organizational guarantees for our Bank’s high-quality development through high-quality Party building.</u></p>

Original Article	Revised Article
<p>Article 9 Our Bank's Party Committee shall ensure the implementation of Party and state policies within our Bank; implement major strategic decisions and key work arrangements from higher-level Party organizations; strengthen leadership and oversight in personnel selection and appointment, combining the principle of Party control over cadres with the Board of Directors' lawful selection of managers and the lawful exercise of managerial authority in personnel decisions; It shall deliberate on major issues concerning our Bank's reform, development, stability, significant operational management matters, and matters involving the vital interests of employees, and offer opinions and suggestions; it shall assume primary responsibility for exercising full and rigorous Party self-governance, plan and arrange our Bank's Party-mass work, and strengthen the self-construction of Party organizations; it shall lead our Bank's ideological and political work, united front work, and spiritual civilization construction, and plan and arrange corporate culture development and the work of mass organizations such as trade unions and the Communist Youth League.</p> <p>Our Bank shall consult with the Party Committee prior to deliberating and deciding on major corporate issues.</p>	<p>Article 910 Our Bank's Party Committee shall ensure the implementation of Party and state policies within our Bank; implement major strategic decisions and key work arrangements from higher-level Party organizations; strengthen leadership and oversight in personnel selection and appointment, combining the principle of Party control over cadres with the Board of Directors' lawful selection of managers and the lawful exercise of managerial authority in personnel decisions; It shall deliberate on major issues concerning our Bank's reform, development, stability, significant operational management matters, and matters involving the vital interests of employees, and offer opinions and suggestions; it shall assume primary responsibility for exercising full and rigorous Party self-governance, plan and arrange our Bank's Party-mass work, and strengthen the self-construction of Party organizations; it shall lead our Bank's ideological and political work, united front work, and spiritual civilization construction, and plan and arrange corporate culture development and the work of mass organizations such as trade unions and the Communist Youth League.</p> <p>Our Bank shall consult with the Party Committee prior to deliberating and deciding on major corporate issues.</p>

Original Article	Revised Article
	<p>The Party Committee of our Bank plays a leading role in setting the direction, overseeing the overall situation, and ensuring implementation. It discusses and decides on major matters of our Bank in accordance with regulations, primarily fulfilling the following responsibilities:</p> <p>(I) Deeply study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era; uphold the Party Central Committee’s centralized and unified leadership over financial work; strengthen our Bank’s political development; adhere to and implement the fundamental, basic, and important systems of socialism with Chinese characteristics; ensure the implementation and supervision of Party and state policies within our Bank; and implement major strategic decisions of the Party Central Committee and the State Council, as well as important work arrangements from higher-level Party organizations and regulatory authorities.</p> <p>(II) Strengthen leadership and oversight in personnel selection and appointment. Uphold the standards of strong political integrity, strong competence, and strong work ethic. Focus on building our Bank’s leadership team and developing the cadre and talent pools. Manage standards, procedures, evaluations, recommendations, and supervision. Combine the principle of Party control over cadres with the Board of Directors’ lawful selection of managers and the lawful exercise of managerial authority in personnel appointments. Forge a high-caliber, professional financial cadre and talent pool that is loyal, clean, and responsible.</p>

Original Article	Revised Article
	<p><u>(III) Discuss and deliberate on our Bank's reform, development, stability, major operational management matters, and significant issues affecting employees' vital interests, and provide opinions and suggestions. Support the shareholders' meeting, board of directors, and senior management in performing their duties according to law; support the work of the employee representative assembly.</u></p> <p><u>(IV) Fulfill the primary responsibility for exercising full and rigorous Party self-governance, resolutely advance the fight against corruption and promote integrity, support and cooperate with the resident disciplinary inspection and supervision team in fulfilling its oversight duties, extend full and rigorous Party self-governance to the grassroots level, and deepen the development of integrity-driven Zhejiang Bank.</u></p> <p><u>(V) Strengthen the construction of grassroots Party organizations and the Party member team within our Bank, fully leverage the role of Party branches as strongholds and the vanguard and exemplary role of Party members, and unite and lead all Party members, employees, and the masses to actively engage in our Bank's reform and development.</u></p> <p><u>(VI) Lead our Bank's ideological and political work, spiritual civilization development, and united front work. Guide our Bank's trade unions, Communist Youth League, and other mass organizations to carry out their work actively and effectively.</u></p> <p><u>(VII) Other important matters within the scope of the Party Committee's responsibilities.</u></p>

Original Article	Revised Article
<p>Article 10 The Party Committee supports and promotes our Bank's compliance with national laws and regulations, as well as all supervisory and management systems established by regulatory authorities, ensuring lawful and compliant operations. The Party Committee respects and supports the lawful exercise of authority by the Shareholders' Meeting, Board of Directors, Board of Supervisors, and senior management, guiding and facilitating the implementation of decisions made by the Shareholders' Meeting and Board of Directors.</p>	<p>Article 10¹ The Party Committee supports and promotes our Bank's compliance with national laws and regulations, as well as all supervisory and management systems established by regulatory authorities, ensuring lawful and compliant operations. The Party Committee respects and supports the lawful exercise of authority by the Shareholders' Meeting, Board of Directors, Board of Supervisors, and senior management, guiding and facilitating the implementation of decisions made by the Shareholders' Meeting and Board of Directors.</p> <p><u>Our Bank upholds and strengthens the Party's comprehensive leadership over financial work, promotes the full integration of Party leadership into all aspects and stages of corporate governance and operational management, earnestly implements the series of institutional measures introduced by our Bank to "strengthen the Party's comprehensive leadership," and effectively transforms the Party's political and organizational strengths into operational management efficiency. It is explicitly stipulated that deliberation by the Party Committee serves as a prerequisite procedure for major operational management decisions made by corporate governance bodies such as the Board of Directors.</u></p>
<p>Article 11 Our Bank implements a leadership management system of "two-way entry and cross-appointment." Qualified Party Committee members shall enter the Board of Directors, Board of Supervisors, and senior management through statutory procedures. Qualified Party members within the Board of Directors, Board of Supervisors, and senior management may enter the Party Committee in accordance with the Party Constitution and relevant regulations and procedures.</p>	<p>Article 142 Our Bank implements a leadership management system of "two-way entry and cross-appointment." Qualified Party Committee members enter the Board of Directors,—Board of Supervisors, and senior management through statutory procedures. Qualified Party members within the Board of Directors, Board of Supervisors, and senior management may enter the Party Committee in accordance with the Party Constitution and relevant regulations and procedures.</p>

Original Article	Revised Article
<p>Article 12 Upon taking effect, these Articles of Association shall constitute a legally binding document governing our Bank's organization and conduct, as well as the rights and obligations between our Bank and its shareholders, and among shareholders themselves. The aforementioned parties may assert rights related to our Bank's affairs based on these Articles. Shareholders may sue our Bank, other shareholders, and our Bank's directors, supervisors, president, and other senior management personnel based on these Articles of Association; our Bank may sue shareholders, directors, supervisors, the president, and other senior management personnel based on these Articles of Association.</p> <p>.....</p>	<p>Article 12³ Upon its effective date, these Articles of Association shall constitute a legally binding document governing our Bank's organization and conduct, as well as the rights and obligations between our Bank and its shareholders, and among shareholders themselves. The aforementioned parties may assert rights related to Bank matters pursuant to these Articles. Shareholders may sue our Bank, other shareholders, and our Bank's directors, supervisors, president, and other senior management personnel based on these Articles of Association; our Bank may sue shareholders, directors, supervisors, president, and other senior management personnel based on these Articles of Association.</p>
<p>Chapter II Business Purpose and Scope</p>	<p>Chapter II Business Objectives and Scope</p>
<p>Article 16 Our Bank shall operate on the principles of safety, liquidity, and profitability, implementing autonomous management, self-risk assumption, self-profit and loss responsibility, and self-discipline.</p> <p>Our Bank's business activities are subject to supervision and regulation by the People's Bank of China, the China Banking and Insurance Regulatory Commission, and other competent regulatory authorities.</p>	<p>Article 16⁷ Our Bank shall operate based on the principles of safety, liquidity, and profitability, exercising independent management, assuming its own risks, bearing its own profits and losses, and exercising self-discipline.</p> <p>Our Bank's business activities are subject to supervision and regulation by the People's Bank of China, the China Banking and Insurance Regulatory Commission, the <u>National Financial Regulatory Administration</u>, and other competent regulatory authorities.</p>

Original Article	Revised Article
<p>Article 17: Upon approval by the banking regulatory authority under the State Council and registration with the registration authority, our Bank's scope of business shall include:</p> <p>(I) Accepting public deposits;</p> <p>(II) Granting short-term, medium-term, and long-term loans;</p> <p>(III) Handling domestic and international settlements;</p> <p>(IV) Handling bill acceptance and discounting;</p> <p>(V) Issuing financial bonds;</p> <p>(VI) Acting as an agent for the issuance, redemption, and underwriting of government bonds;</p> <p>(VII) Trading government bonds and financial bonds;</p> <p>(VIII) Engaging in interbank lending;</p> <p>(IX) Trading and acting as an agent for trading foreign exchange;</p> <p>(X) Engaging in bank card business;</p> <p>(XI) Providing letter of credit services and guarantees;</p> <p>(XII) Acting as an agent for collection and payment of funds and insurance business;</p> <p>(XIII) Providing safe deposit box services;</p> <p>(XIV) Other businesses approved by the banking regulatory authority under the State Council.</p> <p>With approval of the People's Bank of China, our Bank may conduct foreign exchange settlement and sale operations.</p>	<p>Article 178: Upon approval by the banking regulatory authority under the State Council <u>and other regulatory authorities</u>, and registration with the registration authority, our Bank's scope of business shall include:</p> <p>(I)—Accepting public deposits; (II) Granting short-term, medium-term, and long-term loans; (III)—Handling domestic and international settlements; (IV)—Handling bill acceptance and discounting; (V)—Issuing financial bonds; (VI)—Acting as an agent for the issuance, redemption, and underwriting of government bonds; (VII)—Trading government bonds and financial bonds; (VIII)—Engaging in interbank lending; (IX) Trading and acting as an agent for trading foreign exchange; (X)—Engaging in bank card business; (XI)—Providing letter of credit services and guarantees; (XII)—Acting as an agent for collection and payment of funds and insurance business; (XIII)—Providing safe deposit box services; <u>conducting foreign exchange conversion and sale; selling securities investment funds; providing securities investment fund custody;</u> (XIV)—Other businesses approved by the banking regulatory authority under the State Council <u>and other regulatory authorities</u>.</p> <p>With approval from the People's Bank of China, our Bank may conduct foreign exchange conversion and sale operations.</p>

Original Article	Revised Article
Chapter III Capital	Chapter III Capital
Section I Shares	Section 1 Shares
<p>Article 18 Our Bank shall issue common stock at all times. Our Bank may issue other types of shares, such as preferred stock, as required and subject to approval by the competent approval authority authorized by the State Council.</p> <p>The term “preferred shares” as used in these Articles of Association refers to other classes of shares established in accordance with the “<i>Company Law</i>”, in addition to the generally prescribed common shares. Holders of such shares shall have priority over common shareholders in the distribution of our Bank’s profits and residual assets, but their rights to participate in our Bank’s decision-making and management, such as voting rights, shall be restricted.</p> <p>Unless otherwise specified, references to “shares” or “stocks” in Chapters III through XVI and Chapter XVIII of these Articles of Association refer to common shares and stock, and references to “shareholders” refer to common shareholders. Special provisions concerning preferred shares are set forth separately in Chapter XVII of these Articles of Association.</p>	<p>Article 189 <u>Our Bank’s shares shall be issued in the form of stock certificates.</u></p> <p>Our Bank shall issue common stock at all times. Our Bank may issue other types of shares, such as preferred stock, as required and subject to approval by the competent approval authority authorized by the State Council.</p> <p>The term “preferred shares” as used in these Articles of Association refers to other classes of shares established in accordance with the “<i>Company Law</i>”, in addition to the generally prescribed common shares. Holders of such shares shall have priority over common shareholders in the distribution of our Bank’s profits and residual assets, but their rights to participate in our Bank’s decision-making and management, such as voting rights, shall be restricted.</p> <p>Unless otherwise specified, references to “shares” or “stocks” in Chapters III through XVI-XIII and Chapter XVIII-XV of these Articles of Association refer to common shares and stock, and references to “shareholders” refer to common shareholders. Special provisions concerning preferred shares are set forth separately in Chapter XVII-XIV of these Articles of Association.</p>
<p>Article 19 All shares issued by our Bank shall be shares with a par value of one Renminbi yuan per share.</p> <p>The issuance of our Bank’s shares shall be conducted in accordance with the principles of openness, fairness, and impartiality. Each share of the same class shall carry equal rights. For shares of the same class issued in the same offering, the terms and price per share shall be identical; any unit or individual shall pay the same amount per share for the shares subscribed.</p>	<p>Article 29 All shares issued by our Bank shall be <u>par value</u> shares with a par value of one Renminbi yuan per share.</p> <p>The issuance of our Bank’s shares shall be conducted in accordance with the principles of openness, fairness, and impartiality. Each share of the same class shall carry equal rights. For shares of the same class issued in the same offering, the terms and price per share shall be identical; any unit or individual subscriber shall pay the same amount per share for the shares subscribed.</p>

Original Article	Revised Article
<p>Article 23 Upon its establishment in 2004, our Bank issued 1,500,730,000 shares to fifteen promoters, totaling RMB15,007,300,000.</p>	<p>Article 23 Upon its establishment in 2004, our Bank issued 1,500,730,000 shares to fifteen promoters, totaling RMB15,007,300,000, <u>with a par value of RMB1 per share.</u></p>
<p>Article 23 The total number of preferred shares issued by our Bank overseas is 108,750,000 shares.</p>	<p>Article 23<u>4</u> The total number of preferred shares issued by our Bank overseas is 108,750,000 shares.</p>
<p>Article 24 For our Bank’s plans to issue shares listed overseas and shares listed domestically, as approved by the securities regulatory authority under the State Council, our Bank’s Board of Directors may make separate implementation arrangements for each issuance. Our Bank may implement the plan for separate issuance of overseas-listed shares and domestic-listed shares in accordance with the preceding paragraph within fifteen months from the date of approval by the State Council Securities Regulatory Authority.</p>	<p>Article 24 For our Bank’s plans to issue shares listed overseas and shares listed domestically, as approved by the securities regulatory authority under the State Council, our Bank’s Board of Directors may make separate implementation arrangements for each issuance. Our Bank may implement the plan for separate issuance of overseas-listed shares and domestic-listed shares in accordance with the preceding paragraph within fifteen months from the date of approval by the State Council Securities Regulatory Authority.</p>
<p>Article 25 Where our Bank issues overseas-listed shares and domestic-listed shares separately within the total number of shares determined in the issuance plan, each issuance shall be fully subscribed in one offering. Where special circumstances prevent full subscription in one offering, the issuance may be conducted in multiple offerings upon approval by the State Council Securities Regulatory Authority.</p>	<p>Article 25 Where our Bank issues overseas-listed shares and domestic-listed shares separately within the total number of shares determined in the issuance plan, each issuance shall be fully subscribed in one offering. Where special circumstances prevent full subscription in one offering, the issuance may be conducted in multiple offerings upon approval by the State Council Securities Regulatory Authority.</p>
<p>Article 26 All shares of our Bank shall be contributed in cash by shareholders, and the total number of shares shall comply with the relevant provisions of the “<i>Company Law</i>”, the “<i>Commercial Bank Law</i>”, and other applicable regulations.</p>	<p>Article 26<u>5</u> All shares of our Bank shall be contributed in cash by shareholders, and the total number of shares shall comply with the relevant provisions of the “<i>Company Law</i>”, the “<i>Commercial Bank Law</i>”, and other applicable regulations.</p>

Original Article	Revised Article
<p style="text-align: center;">Section 2: Increase, Decrease, and Repurchase of Shares</p>	<p style="text-align: center;">Section 2: Increase, Reduction, and Repurchase of Shares</p>
<p>Article 27 Our Bank may increase its capital in accordance with the relevant provisions of these Articles of Association based on operational and developmental needs.</p> <p>The primary methods for increasing our Bank's capital are:</p> <p>(I) Public offering of shares;</p> <p>(II) Private placement of shares;</p> <p>(III) Allotment of new shares to existing shareholders;</p> <p>(IV) Distribution of new shares to existing shareholders;</p> <p>(V) Capitalization of retained earnings;</p> <p>(VI) Other methods prescribed and permitted by laws and regulations.</p> <p>Our Bank shall issue new shares for capital increase in accordance with the procedures prescribed by relevant national laws and regulations after obtaining approval as stipulated in these Articles of Association.</p>	<p>Article 27<u>6</u> Our Bank may increase its capital in accordance with <u>the provisions of laws and regulations, and upon resolution by the shareholders' meeting with the following means: the relevant provisions of these Articles of Association based on operational and developmental needs.</u></p> <p>The primary methods for increasing our Bank's capital are:</p> <p>(I) Public Offering of shares <u>to unspecified parties;</u></p> <p>(II) Private Placement of shares <u>to unspecified parties;</u></p> <p>(III) Allotment of new shares to existing shareholders;</p> <p>(IV) Distribution of new shares to existing shareholders;</p> <p>(V) Capitalization of retained earnings;</p> <p>(VI) Other methods prescribed and permitted by laws and <u>administrative regulations and the China Securities Regulatory Commission.</u></p> <p>Our Bank shall issue new shares for capital increase in accordance with the procedures prescribed by relevant national laws and regulations after obtaining approval as stipulated in these Articles of Association.</p>

Original Article	Revised Article
<p>Article 28 Our Bank's major shareholders shall provide our Bank with a long-term written commitment to supplement capital, which shall form part of our Bank's capital planning. Our Bank's major shareholders shall supplement our Bank's capital when necessary. Our Bank's shareholders, particularly major shareholders, shall support the Board of Directors' proposals and measures to enhance capital adequacy ratios and shall not obstruct other shareholders from supplementing our Bank's capital or the entry of qualified new shareholders.</p>	<p>Article 27 Our Bank's major shareholders shall provide our Bank with a long-term written commitment to supplement capital <u>when necessary</u>, which shall form part of our Bank's capital planning. Our Bank's major shareholders shall supplement our Bank's capital when necessary. Our Bank's shareholders, particularly major shareholders, shall support the Board of Directors' proposals and measures to enhance capital adequacy ratios and shall not obstruct other shareholders from supplementing our Bank's capital or the entry of qualified new shareholders. <u>For substantial shareholders who violate their commitments, our Bank shall implement corresponding restrictive measures. The Board of Directors shall propose a resolution, which shall be executed after deliberation and approval by the Shareholders' Meeting. When the Shareholders' Meeting deliberates on the aforementioned matters, the substantial shareholder who violated the commitment or their shareholder representative shall abstain from voting.</u></p>

Original Article	Revised Article
<p>Article 29 Our Bank may reduce its registered capital. Any reduction shall be processed in accordance with the procedures stipulated in the “<i>Company Law</i>”, the “<i>Commercial Bank Law</i>”, and these Articles of Association; however, the capital after reduction shall not fall below the minimum capital threshold and minimum capital adequacy ratio requirements specified in the “<i>Commercial Bank Law</i>”.</p> <p>When reducing its registered capital, our Bank shall prepare a balance sheet and a property list.</p> <p>Our Bank shall notify creditors within ten days of adopting the resolution to reduce registered capital and shall publish the notice at least three times within thirty days in the media designated by our Bank for announcements. A creditor may, within 30 days from the date of receipt of the notice or, if he/she did not receive a notice, within 45 days from the date of the announcement, require the Bank to pay its debt to him/her in full or to provide commensurate security.</p>	<p>Article 298 Our Bank may reduce its registered capital. Any reduction shall be processed in accordance with the procedures stipulated in the “<i>Company Law</i>”, the “<i>Commercial Bank Law</i>”, and these Articles of Association; however, the capital after reduction shall not fall below the minimum capital threshold and minimum capital adequacy ratio requirements specified in the “<i>Commercial Bank Law</i>”.</p> <p>When reducing its registered capital, our Bank shall<u>will</u> prepare a balance sheet and a property list.</p> <p>Our Bank shall<u>will</u> notify creditors within ten days of adopting the resolution from the date the shareholders’ meeting passes a resolution to reduce registered capital and shall publish the notice at least three times within thirty days in the media designated by our Bank for announcements <u>or on the National Enterprise Credit Information Publicity System</u>. A creditor may, within 30 days from the date of receipt of the notice or, if he/she did not receive a notice, within 45 days from the date of the announcement, require the Bank to pay its debt to him/her in full or to provide commensurate security.</p> <p><u>Our Bank shall reduce the capital contribution or shares proportionally to the shareholders’ shareholding ratio when reducing its registered capital, unless otherwise provided by law or these Articles of Association.</u></p>

Original Article	Revised Article
<p>Article 30 Our Bank may acquire its own shares under the following circumstances, in accordance with laws, regulations, rules, and these Articles of Association, and upon approval by the competent regulatory authorities after reporting to:</p> <p>(I) To reduce our Bank's registered capital;</p> <p>(II) To merge with other companies holding shares in our Bank;</p> <p>(III) To use shares for employee stock ownership plans or equity incentive programs;</p> <p>(IV) Shareholders objecting to resolutions passed by the shareholders' meeting regarding our Bank's merger or division and requesting our Bank to repurchase their shares;</p> <p>(V) To convert shares into corporate bonds issued by our Bank that are convertible into shares;</p> <p>(VI) When necessary for our Bank to safeguard corporate value and shareholder interests.</p> <p>Except for the above circumstances, our Bank shall not engage in share repurchases. Share repurchases under items (I) and (II) of paragraph 1 shall be approved by a resolution of the shareholders' meeting. Share repurchases under items (III), (V), and (VI) of paragraph 1 shall be approved by a resolution of the board of directors with attendance of more than two-thirds of the directors.</p> <p>After acquiring its own shares pursuant to the preceding paragraph, our Bank shall cancel the shares acquired under item (I) within ten days from the date of acquisition; Shares acquired under items (II) and (IV) shall be transferred or canceled within six months; shares acquired under items (III), (V), and (VI) shall not exceed 10% of our Bank's total issued shares, and shall be transferred or canceled within three years.</p>	<p>Article 3029 Our Bank may shall not acquire its own shares, under the following circumstances, in accordance with laws, regulations, rules, and these Articles of Association, and upon approval by the competent regulatory authorities after reporting to: <u>However, this shall not apply in any of the following circumstances:</u></p> <p>(I) To <u>Reduce</u> our Bank's registered capital;</p> <p>(II) To merge with other companies holding shares in our Bank;</p> <p>(III) To use shares for employee stock ownership plans or equity incentive programs;</p> <p>(IV) Shareholders objecting to resolutions passed by the shareholders' meeting regarding our Bank's merger or division and requesting our Bank to repurchase their shares;</p> <p>(V) To convert shares into corporate bonds issued by our Bank that are convertible into shares;</p> <p>(VI) When necessary for our Bank to safeguard corporate value and shareholder interests.</p> <p>Except for the above circumstances, our Bank shall not engage in share repurchases. Share repurchases under items (I) and (II) of paragraph 1 shall be approved by a resolution of the shareholders' meeting. Share repurchases under items (III), (V), and (VI) of paragraph 1 shall be approved by a resolution of the board of directors with attendance of more than two-thirds of the directors.</p> <p>After acquiring its own shares pursuant to the preceding paragraph, our Bank shall cancel the shares acquired under item (I) within ten days from the date of acquisition; Shares acquired under items (II) and (IV) shall be transferred or canceled within six months; shares acquired under items (III), (V), and (VI) shall not exceed 10% of our Bank's total issued shares, and shall be transferred or canceled within three years.</p>

Original Article	Revised Article
<p>Our Bank may acquire its own shares through public centralized trading or other methods approved by laws, regulations, and the China Securities Regulatory Commission. Where our Bank acquires its own shares under the circumstances specified in subparagraphs (III), (V), and (VI) of the first paragraph, such acquisition shall be conducted through public centralized trading.</p> <p>Where laws, regulations, or relevant provisions of the securities regulatory authority where our Bank's shares are listed contain additional requirements for share repurchases, such requirements shall prevail.</p> <p>When our Bank repurchases its own shares, it shall fulfill its information disclosure obligations in accordance with the "Securities Law" and the regulations of the securities regulatory authority where our Bank's shares are listed.</p>	<p>Our Bank may acquire its own shares through public centralized trading or other methods approved by laws, <u>administrative</u> regulations, and the China Securities Regulatory Commission. Where our Bank acquires its own shares under the circumstances specified in subparagraphs (III), (V), and (VI) of the first paragraph, such acquisition shall be conducted through public centralized trading.</p> <p>Where laws, <u>administrative</u> regulations, or relevant provisions of the securities regulatory authority where our Bank's shares are listed contain additional requirements for share repurchases, such requirements shall prevail.</p> <p>When our Bank repurchases its own shares, it shall fulfill its information disclosure obligations in accordance with the "Securities Law" and the regulations of the securities regulatory authority where our Bank's shares are listed.</p>
<p>Article 31 Upon approval by the competent regulatory authority, our Bank may repurchase its shares through one of the following methods:</p> <p>(I) Issuing a repurchase offer to all shareholders on a pro rata basis;</p> <p>(II) Repurchase through open trading on a securities exchange;</p> <p>(III) Repurchase by agreement outside a securities exchange;</p> <p>(IV) Other methods approved by laws, regulations, and the competent regulatory authority.</p>	<p>Article 31 Upon approval by the competent regulatory authority, our Bank may repurchase its shares through one of the following methods:</p> <p>(I) Issuing a repurchase offer to all shareholders on a pro rata basis;</p> <p>(II) Repurchase through open trading on a securities exchange;</p> <p>(III) Repurchase by agreement outside a securities exchange;</p> <p>(IV) Other methods approved by laws, regulations, and the competent regulatory authority.</p>

Original Article	Revised Article
<p>Article 32 When repurchasing shares through negotiated transactions outside the stock exchange, our Bank shall obtain prior approval from the shareholders' meeting in accordance with the provisions of these Articles of Association. With prior approval from the shareholders' meeting by the same method, our Bank may terminate or modify contracts already entered into through the aforementioned methods, or waive any rights under such contracts.</p> <p>The contracts referred to in the preceding paragraph include (but are not limited to) contracts to assume the obligation to repurchase shares and to acquire the right to repurchase shares.</p> <p>Our Bank shall not assign any contract for repurchasing its shares or any rights specified therein.</p> <p>When our Bank has the right to repurchase redeemable shares, if the repurchase is not conducted through the market or by tender offer, the repurchase price must be limited to a maximum price; if repurchased by tender offer, the tender offer shall be made equally to all shareholders.</p>	<p>Article 32 When repurchasing shares through negotiated transactions outside the stock exchange, our Bank shall obtain prior approval from the shareholders' meeting in accordance with the provisions of these Articles of Association. With prior approval from the shareholders' meeting by the same method, our Bank may terminate or modify contracts already entered into through the aforementioned methods, or waive any rights under such contracts.</p> <p>The contracts referred to in the preceding paragraph include (but are not limited to) contracts to assume the obligation to repurchase shares and to acquire the right to repurchase shares.</p> <p>Our Bank shall not assign any contract for repurchasing its shares or any rights specified therein.</p> <p>When our Bank has the right to repurchase redeemable shares, if the repurchase is not conducted through the market or by tender offer, the repurchase price must be limited to a maximum price; if repurchased by tender offer, the tender offer shall be made equally to all shareholders.</p>
<p>Article 33 Where our Bank cancels shares repurchased, it shall apply to the administrative authority for industry and commerce for registration of changes to its registered capital. The aggregate par value of the canceled shares shall be deducted from our Bank's registered capital.</p>	<p>Article 33 Where our Bank cancels shares repurchased by it, it shall apply to the administrative authority for industry and commerce for registration of the change in registered capital. The aggregate par value of the cancelled shares shall be deducted from our Bank's registered capital.</p>

Original Article	Revised Article
<p>Article 34 Unless our Bank has entered liquidation, the repurchase of its issued shares shall comply with the following provisions:</p> <p>(I) Where our Bank repurchases shares at par value, the funds shall be deducted from our Bank's book balance of distributable profits or the proceeds from new shares issued for repurchasing old shares;</p> <p>(II) Where our Bank repurchases shares at a price higher than par value, the portion equivalent to par value shall be deducted from our Bank's book balance of distributable profits or proceeds from the issuance of new shares for repurchasing old shares; the portion exceeding par value shall be handled as follows:</p> <ol style="list-style-type: none"> 1. If the repurchased shares were originally issued at par value, the amount shall be deducted from our Bank's book balance of distributable profits; 2. If repurchased shares were issued at a price above par value, the amount shall be deducted from our Bank's book balance of distributable profits and the proceeds from issuing new shares to repurchase old shares; however, the amount deducted from the proceeds of issuing new shares shall not exceed the total premium received upon the issuance of the repurchased old shares, nor shall it exceed the amount in our Bank's capital reserve account at the time of repurchase (including the premium amount from issuing new shares); <p>(III) Payments made by our Bank for the following purposes shall be charged against its distributable profits:</p> <ol style="list-style-type: none"> 1. Acquiring repurchase rights for its shares; 2. Modifying contracts for repurchasing its shares; 3. Release of obligations under repurchase contracts. 	<p>Article 34 Unless our Bank has entered liquidation, the repurchase of its issued shares shall comply with the following provisions:</p> <p>(I) Where our Bank repurchases shares at par value, the funds shall be deducted from our Bank's book balance of distributable profits or the proceeds from new shares issued for repurchasing old shares;</p> <p>(II) Where our Bank repurchases shares at a price higher than par value, the portion equivalent to par value shall be deducted from our Bank's book balance of distributable profits or proceeds from the issuance of new shares for repurchasing old shares; the portion exceeding par value shall be handled as follows:</p> <ol style="list-style-type: none"> 1. If the repurchased shares were originally issued at par value, the amount shall be deducted from our Bank's book balance of distributable profits; 2. If repurchased shares were issued at a price above par value, the amount shall be deducted from our Bank's book balance of distributable profits and the proceeds from issuing new shares to repurchase old shares; however, the amount deducted from the proceeds of issuing new shares shall not exceed the total premium received upon the issuance of the repurchased old shares, nor shall it exceed the amount in our Bank's capital reserve account at the time of repurchase (including the premium amount from issuing new shares); <p>(III) Payments made by our Bank for the following purposes shall be charged against its distributable profits:</p> <ol style="list-style-type: none"> 1. Acquiring repurchase rights for its shares; 2. Modifying contracts for repurchasing its shares; 3. Release of obligations under repurchase contracts.

Original Article	Revised Article
<p>(IV) After the aggregate par value of the canceled shares is deducted from our Bank's registered capital in accordance with relevant regulations, the portion of the amount deducted from distributable profits for repurchasing the par value of shares shall be credited to our Bank's capital reserve account.</p> <p>Where laws, regulations, or relevant provisions of regulatory authorities stipulate otherwise regarding the financial treatment of the aforementioned share repurchases, such provisions shall prevail.</p>	<p>(IV) After the aggregate par value of the canceled shares is deducted from our Bank's registered capital in accordance with relevant regulations, the portion of the amount deducted from distributable profits for repurchasing the par value of shares shall be credited to our Bank's capital reserve account.</p> <p>Where laws, regulations, or relevant provisions of regulatory authorities stipulate otherwise regarding the financial treatment of the aforementioned share repurchases, such provisions shall prevail.</p>
Section III Share Transfer and Pledge	Section III Share Transfer and Pledge
<p>Article 35 Except as otherwise provided by laws, regulations, or the securities regulatory authority or stock exchange where our Bank's shares are listed, shares held by shareholders of our Bank may be transferred in accordance with the law and the provisions of these Articles of Association, and shall not be subject to any lien.</p> <p>The transfer of shares of our Bank shall be registered with the share registration agency entrusted by our Bank.</p> <p>The transfer of shares of our Bank shall comply with the regulations of the banking regulatory authority of the State Council and other relevant regulatory authorities.</p>	<p>Article 35<u>3530</u> Except as otherwise provided by laws, regulations, or the securities regulatory authority or stock exchange where our Bank's shares are listed, shares held by shareholders of our Bank may be transferred in accordance with the law and the provisions of these Articles of Association, and shall not be subject to any lien.</p> <p>The transfer of shares of our Bank shall be registered with the share registration agency entrusted by our Bank.</p> <p>The transfer of shares of our Bank shall comply with the regulations of the banking regulatory authority of the State Council and other relevant regulatory authorities.</p>

Original Article	Revised Article
<p>Article 36 All H shares for which the share capital has been fully paid up may be freely transferred in accordance with these Articles of Association; however, the Board of Directors may refuse to recognize any transfer document without stating any reason unless the following conditions are met:</p> <p>(I) Payment to our Bank of the fees prescribed by the Hong Kong Stock Exchange in the Hong Kong Listing Rules, and registration of the transfer documents and other documents relating to or affecting the ownership of the shares;</p> <p>(II) The transfer documents relate solely to H shares;</p> <p>(III) The transfer documents have been stamped with the required stamp duty under Hong Kong law;</p> <p>(IV) The relevant share certificates and evidence reasonably required by the Board to prove the transferor's right to transfer the shares shall be provided;</p> <p>(V) Where the shares are to be transferred to joint holders, the number of jointly registered shareholders shall not exceed four;</p> <p>(VI) The shares are not subject to any lien held by our Bank.</p> <p>If the Board of Directors refuses to register a share transfer, our Bank shall, within two months from the date of the formal application for transfer, provide both the transferor and transferee with a notice of refusal to register the share transfer.</p>	<p>Article 36 All H shares for which the share capital has been fully paid up may be freely transferred in accordance with these Articles of Association; however, the Board of Directors may refuse to recognize any transfer document without stating any reason unless the following conditions are met:</p> <p>(I) Payment to our Bank of the fees prescribed by the Hong Kong Stock Exchange in the Hong Kong Listing Rules, and registration of the transfer documents and other documents relating to or affecting the ownership of the shares;</p> <p>(II) The transfer documents relate solely to H shares;</p> <p>(III) The transfer documents have been stamped with the required stamp duty under Hong Kong law;</p> <p>(IV) The relevant share certificates and evidence reasonably required by the Board to prove the transferor's right to transfer the shares shall be provided;</p> <p>(V) Where the shares are to be transferred to joint holders, the number of jointly registered shareholders shall not exceed four;</p> <p>(VI) The shares are not subject to any lien held by our Bank.</p> <p>If the Board of Directors refuses to register a share transfer, our Bank shall, within two months from the date of the formal application for transfer, provide both the transferor and transferee with a notice of refusal to register the share transfer.</p>

Original Article	Revised Article
<p>Article 37 All transfers of H shares shall be effected by a written transfer document in a general or standard form or any other form acceptable to the Board (including the standard transfer form or transfer form prescribed from time to time by the Hong Kong Stock Exchange); Such written transfer documents may be executed by hand or affixed with the valid company seal (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house (hereinafter referred to as the “Recognized Clearing House”) or its agent as defined under the relevant regulations in force from time to time under the laws of Hong Kong, the written transfer documents may be executed by hand or in printed form.</p> <p>All transfer documents shall be kept at our Bank’s registered office or at such other address as the Board may from time to time designate.</p>	<p>Article 37 All transfers of H shares shall be effected by a written transfer document in a general or standard form or any other form acceptable to the Board (including the standard transfer form or transfer form prescribed from time to time by the Hong Kong Stock Exchange); Such written transfer documents may be executed by hand or affixed with the valid company seal (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house (hereinafter referred to as the “Recognized Clearing House”) or its agent as defined under the relevant regulations in force from time to time under the laws of Hong Kong, the written transfer documents may be executed by hand or in printed form.</p> <p>All transfer documents shall be kept at our Bank’s registered office or at such other address as the Board may from time to time designate.</p>
<p>Article 39 Directors, supervisors, and senior management personnel of our Bank shall declare to our Bank their holdings of our Bank’s shares (including preferred shares) and any changes thereto. During their tenure, the shares transferred annually shall not exceed twenty-five percent of the total shares of the same class held by them. Shares held in our Bank shall not be transferred within one year from the date of listing of our Bank’s shares for trading. Within six months after leaving their positions, the aforementioned persons shall not transfer the shares of our Bank held by them.</p> <p>Where the relevant regulations of the securities regulatory authority in the place of listing of our Bank’s shares impose additional restrictions on the transfer of overseas-listed shares, such regulations shall prevail.</p>	<p>Article 39² Directors, supervisors, and senior management personnel of our Bank shall declare to our Bank their holdings of our Bank’s shares (including preferred shares) and any changes thereto. During their tenure <u>determined upon assumption of office</u>, the shares transferred annually shall not exceed twenty-five percent of the total shares of the same class held by them. Shares held in our Bank shall not be transferred within one year from the date of listing of our Bank’s shares for trading. Within six months after leaving their positions, the aforementioned persons shall not transfer the shares of our Bank held by them.</p> <p>Where the relevant regulations of the securities regulatory authority in the place of listing of our Bank’s shares impose additional restrictions on the transfer of overseas-listed shares, such regulations shall prevail.</p>

Original Article	Revised Article
<p>Article 40 If directors, supervisors, senior management personnel, or shareholders holding more than five percent of our Bank’s shares sell their shares or other equity securities within six months of purchase, or repurchase such securities within six months of sale, any resulting gains shall belong to our Bank, and our Bank’s board of directors shall recover such gains. However, this shall not apply where a securities company holds more than five percent of the shares due to underwriting and purchasing the remaining shares after sale, or where other circumstances specified by the securities regulatory authority under the State Council exist.</p> <p>The shares or other equity-based securities held by directors, supervisors, senior management personnel, and natural person shareholders referred to in the preceding paragraph shall include shares or other equity-based securities held by their spouses, parents, children, or held through accounts of others.</p> <p>.....</p>	<p>Article 4033 If directors, supervisors, senior management personnel, or shareholders holding more than five percent of our Bank’s shares sell their shares or other equity securities within six months of purchase, or repurchase such securities within six months of sale, any resulting gains shall belong to our Bank, and our Bank’s board of directors shall recover such gains. However, this shall not apply where a securities company holds more than five percent of the shares due to underwriting and purchasing the remaining shares after sale, or where other circumstances specified by the securities regulatory authority under the State Council exist.</p> <p>The shares or other equity-based securities held by directors, supervisors, senior management personnel, and natural person shareholders referred to in the preceding paragraph shall include shares or other equity-based securities held by their spouses, parents, children, or held through accounts of others.</p> <p>.....</p>

Original Article	Revised Article
<p align="center">Chapter IV Financial Assistance for Purchasing Shares of our Bank</p> <p>Article 41 At no time shall our Bank or its subsidiaries of our Bank (including our Bank’s affiliated companies, the same below) provide any financial assistance to persons purchasing or intending to purchase our Bank’s shares in any manner whatsoever (including but not limited to gifts, advances, guarantees, compensation, or loans). Such persons purchasing our Bank’s shares include those who directly or indirectly assume obligations as a result of such purchase.</p> <p>Our Bank or its subsidiaries shall not, at any time, provide financial assistance to such obligated persons in any manner to reduce or discharge their obligations.</p> <p>This provision shall not apply to the circumstances described in Article 43 of these Articles of Association.</p>	<p align="center">Chapter IV Financial Assistance for Purchasing Shares of our Bank</p> <p>Article 4344 At no time shall our Bank or its subsidiaries of our Bank (including our Bank’s affiliated companies, the same below) <u>shall not provide financial assistance to others for acquiring shares of the Bank or its parent company through means such as gifts, advances, guarantees, or loans, except where the Bank implements an employee stock ownership plan. provide any financial assistance to persons purchasing or intending to purchase our Bank’s shares in any manner whatsoever (including but not limited to gifts, advances, guarantees, compensation, or loans). Such persons purchasing our Bank’s shares include those who directly or indirectly assume obligations as a result of such purchase.</u></p> <p>Our Bank or its subsidiaries shall not, at any time, provide financial assistance to such obligated persons in any manner to reduce or discharge their obligations.</p> <p>This provision shall not apply to the circumstances described in Article 43 of these Articles of Association.</p>
	<p align="center"><u>Article 35 For the benefit of our Bank, upon resolution of the shareholders’ meeting or resolution of the Board of Directors made in accordance with these Articles of Association or authorization by the shareholders’ meeting, our Bank may provide financial assistance to others for acquiring shares of our Bank or its parent company. However, the cumulative total amount of such financial assistance shall not exceed ten percent of the total issued share capital. A resolution of the Board of Directors shall be passed by more than two-thirds of all directors.</u></p> <p><u>Where any violation of the foregoing provisions causes loss to our Bank, the directors and senior management responsible shall bear liability for compensation.</u></p>

Original Article	Revised Article
<p>Article 42 Financial assistance as referred to in these Articles of Association includes (but is not limited to) the following forms:</p> <p>(I) Gifts;</p> <p>(II) Guarantees (including assuming liability as a guarantor or providing property to secure the performance of obligations by the obligor), compensation (excluding compensation arising from our Bank’s own fault), or the release or waiver of rights;</p> <p>(III) Providing loans or entering into contracts where our Bank assumes obligations prior to other parties, as well as changes to the parties of such loans or contracts and the transfer of rights under such loans or contracts;</p> <p>(IV) Any other form of financial assistance provided by our Bank when it is unable to repay debts, lacks net assets, or would result in a significant reduction of net assets.</p> <p>The term “assumption of obligations” as used in this Chapter includes obligations incurred by the obligor through entering into contracts or arrangements (whether enforceable or not, and whether assumed individually or jointly with any other person), or through any other means that alter its financial position.</p>	<p>Article 42 Financial assistance as referred to in these Articles of Association includes (but is not limited to) the following forms:</p> <p>(I) Gifts;</p> <p>(II) Guarantees (including assuming liability as a guarantor or providing property to secure the performance of obligations by the obligor), compensation (excluding compensation arising from our Bank’s own fault), or the release or waiver of rights;</p> <p>(III) Providing loans or entering into contracts where our Bank assumes obligations prior to other parties, as well as changes to the parties of such loans or contracts and the transfer of rights under such loans or contracts;</p> <p>(IV) Any other form of financial assistance provided by our Bank when it is unable to repay debts, lacks net assets, or would result in a significant reduction of net assets.</p> <p>The term “assumption of obligations” as used in this Chapter includes obligations incurred by the obligor through entering into contracts or arrangements (whether enforceable or not, and whether assumed individually or jointly with any other person), or through any other means that alter its financial position.</p>

Original Article	Revised Article
<p>Article 43 The following acts shall not be deemed prohibited acts under Article 41 of these Articles of Association:</p> <p>(I) Where the financial assistance provided by our Bank is honestly for our Bank's benefit, and the primary purpose of such assistance is not to purchase our Bank's shares, or where such assistance is an incidental part of a general plan of our Bank;</p> <p>(II) Our Bank distributes dividends using its assets in accordance with the law;</p> <p>(III) Distribution of dividends in the form of shares;</p> <p>(IV) Reducing registered capital, repurchasing shares, or adjusting equity structure in accordance with these Articles of Association;</p> <p>(V) Our Bank provides loans for normal business activities within its operational scope (provided that such loans do not result in a reduction of our Bank's net assets, or if a reduction occurs, the financial assistance is paid from our Bank's distributable profits);</p> <p>(VI) Providing funds for our Bank's employee stock ownership plan (provided that such actions shall not result in a reduction of our Bank's net assets; or if a reduction occurs, such financial assistance shall be funded from our Bank's distributable profits).</p>	<p>Article 43 The following acts shall not be deemed prohibited acts under Article 41 of these Articles of Association:</p> <p>(I) Where the financial assistance provided by our Bank is honestly for our Bank's benefit, and the primary purpose of such assistance is not to purchase our Bank's shares, or where such assistance is an incidental part of a general plan of our Bank;</p> <p>(II) Our Bank distributes dividends using its assets in accordance with the law;</p> <p>(III) Distribution of dividends in the form of shares;</p> <p>(IV) Reducing registered capital, repurchasing shares, or adjusting equity structure in accordance with these Articles of Association;</p> <p>(V) Our Bank provides loans for normal business activities within its operational scope (provided that such loans do not result in a reduction of our Bank's net assets, or if a reduction occurs, the financial assistance is paid from our Bank's distributable profits);</p> <p>(VI) Providing funds for our Bank's employee stock ownership plan (provided that such actions shall not result in a reduction of our Bank's net assets; or if a reduction occurs, such financial assistance shall be funded from our Bank's distributable profits).</p>

Original Article	Revised Article
Chapter V Stock and Shareholder Register	Chapter V Stock and Shareholder Register
Chapter VI Shareholders and Shareholders' Meetings	Chapter VI Shareholders and Shareholders' Meetings
Section 1 Shareholders	Section 1 Shareholders
<p>Article 56 Shareholders of our Bank are persons who lawfully hold shares of our Bank and whose names (or designations) are registered in the register of members.</p> <p>Shareholders shall enjoy rights and bear obligations according to the type and proportion of shares they hold; shareholders holding shares of the same type shall enjoy equal rights and bear the same obligations.</p> <p>Where two or more persons are registered as joint shareholders of any shares, they shall be deemed joint owners of such shares, subject to the following provisions:</p> <p>(I) Our Bank shall not register more than four persons as joint shareholders of any share;</p> <p>(II) All joint shareholders of any share shall be jointly and severally liable for the payment of all amounts due in respect of such share;</p> <p>(III) Upon the death of any joint shareholder, only the surviving joint shareholders shall be deemed by our Bank to hold title to the relevant shares, provided that the Board of Directors may require such evidence of death as it deems appropriate for the purpose of amending the register of shareholders;</p>	<p>Article 536 Shareholders of our Bank are persons who lawfully hold shares of our Bank and whose names (or designations) are registered in the register of members.</p> <p><u>Our Bank shall establish the register of members based on the certificates provided by the securities registration and settlement institution. The register of members shall constitute conclusive evidence of the ownership of shares in our Bank.</u></p> <p>Shareholders shall enjoy rights and bear obligations according to the <u>class type</u> and proportion of shares they hold; shareholders holding shares of the same <u>type-class</u> shall enjoy equal rights and bear the same obligations.</p> <p>Where two or more persons are registered as joint shareholders of any shares, they shall be deemed joint owners of such shares, subject to the following provisions:</p> <p>(I) Our Bank shall not register more than four persons as joint shareholders of any share;</p> <p>(II) All joint shareholders of any share shall be jointly and severally liable for the payment of all amounts due in respect of such share;</p> <p>(III) Upon the death of any joint shareholder, only the surviving joint shareholders shall be deemed by our Bank to hold title to the relevant shares, provided that the Board of Directors may require such evidence of death as it deems appropriate for the purpose of amending the register of shareholders;</p>

Original Article	Revised Article
<p>(IV) In respect of any joint shareholders of shares, only the joint shareholder whose name appears first in the register shall be entitled to receive share certificates for such shares and to receive notices from our Bank, and any notice served on such person shall be deemed to have been served on all joint shareholders of such shares. Any one joint shareholder may sign a proxy form. However, where more than one joint shareholder is present in person or by proxy, the vote cast by the senior joint shareholder, whether in person or by proxy, shall be accepted as the sole vote representing the other joint shareholders. For this purpose, the seniority of shareholders shall be determined by the order of precedence of the joint shareholders in our Bank’s register in relation to the relevant shares.</p> <p>If any one of the joint shareholders issues a receipt to our Bank for any dividend, bonus, or capital return payable to such joint shareholders, it shall be deemed a valid receipt issued by such joint shareholders to our Bank.</p>	<p>(IV) In respect of any joint shareholders of shares, only the joint shareholder whose name appears first in the register shall be entitled to receive share certificates for such shares and to receive notices from our Bank, and any notice served on such person shall be deemed to have been served on all joint shareholders of such shares. Any one joint shareholder may sign a proxy form. However, where more than one joint shareholder is present in person or by proxy, the vote cast by the senior joint shareholder, whether in person or by proxy, shall be accepted as the sole vote representing the other joint shareholders. For this purpose, the seniority of shareholders shall be determined by the order of precedence of the joint shareholders in our Bank’s register in relation to the relevant shares.</p> <p>If any one of the joint shareholders issues a receipt to our Bank for any dividend, bonus, or capital return payable to such joint shareholders, it shall be deemed a valid receipt issued by such joint shareholders to our Bank.</p>
<p>Article 57 Unless otherwise provided for by laws, regulations, departmental rules, normative documents, or our Bank’s Articles of Association with respect to preferred shareholders, all shareholders of our Bank shall enjoy the following rights:</p> <p>(I) To receive dividends and other forms of profit distribution in proportion to their shareholdings;</p> <p>(II) To lawfully request, convene, preside over, participate in, or appoint shareholder proxies to attend shareholders’ general meetings, and exercise voting rights in proportion to their shareholdings;</p> <p>(III) Supervise our Bank’s business operations and propose suggestions or raise inquiries;</p>	<p>Article 5<u>3</u>7 Unless otherwise provided for by laws, <u>administrative</u> regulations, departmental rules, normative documents, or our Bank’s Articles of Association with respect to preferred shareholders, all shareholders of our Bank shall enjoy the following rights:</p> <p>(I) To receive dividends and other forms of profit distribution in proportion to their shareholdings;</p> <p>(II) To lawfully request, <u>call</u>, convene, preside over, participate in, or appoint shareholder proxies to attend shareholders’ <u>general meetings</u>, and exercise <u>the corresponding right to speak and vote</u> voting rights in proportion to their shareholdings;</p> <p>(III) Supervise our Bank’s business operations and propose suggestions or raise inquiries;</p>

Original Article	Revised Article
<p>(IV) To transfer, donate, or pledge their shares in accordance with laws, regulations, and this Charter;</p> <p>(V) To obtain relevant information in accordance with laws, regulations, the relevant provisions of the securities regulatory authority where our Bank's shares are listed, and the provisions of these Articles of Association, including:</p> <ol style="list-style-type: none"> 1. Obtaining a copy of these Articles of Association upon payment of applicable costs and fees; 2. Upon payment of reasonable fees, have the right to inspect and copy: <ol style="list-style-type: none"> (1) The register of all shareholders in all sections; (2) Personal information of our Bank's directors, supervisors, and senior management, including: <ol style="list-style-type: none"> (a) Current and former names and aliases; (b) Principal addresses (residences); (c) Nationality; (d) Full-time and all part-time occupations and positions; (e) Identification documents and their numbers. (3) Our Bank's capital stock status; (4) Report on the total par value, quantity, highest price, and lowest price of each class of shares repurchased by our Bank since the previous fiscal year, along with all expenses incurred by our Bank for such repurchases; (5) Minutes of shareholders' meetings, resolutions of the board of directors, and resolutions of the board of supervisors; (6) Bond stubs of our Bank; (7) Periodic financial accounting reports, reports of the Board of Directors, Board of Supervisors, and auditors; (8) The most recent annual report filed with the State Administration for Market Regulation or other competent authorities. 	<p>(IV) To transfer, donate, or pledge their shares in accordance with laws, regulations, and this Charter;</p> <p>(V) <u>to inspect and copy the Articles of Association, register of members (the branch register of members in Hong Kong shall be open for inspection by members but the Bank may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance of Hong Kong), minutes of the general meetings, resolutions of meetings of the Board and financial accounting reports; and shareholders who satisfy the requirements may inspect the Bank's accounting books and accounting vouchers;</u></p> <p>To obtain relevant information in accordance with laws, regulations, the relevant provisions of the securities regulatory authority where our Bank's shares are listed, and the provisions of these Articles of Association, including:</p> <ol style="list-style-type: none"> 1. Obtaining a copy of these Articles of Association upon payment of applicable costs and fees; 2. Upon payment of reasonable fees, have the right to inspect and copy: <ol style="list-style-type: none"> (1) The register of all shareholders in all sections; (2) Personal information of our Bank's directors, supervisors, and senior management, including: <ol style="list-style-type: none"> (a) Current and former names and aliases; (b) Principal addresses (residences); (c) Nationality; (d) Full-time and all part-time occupations and positions; (e) Identification documents and their numbers. (3) Our Bank's capital stock status;

Original Article	Revised Article
<p>(VI) Upon termination or liquidation of our Bank, participate in the distribution of our Bank's residual assets in proportion to their shareholding;</p> <p>(VII) Shareholders who object to resolutions passed by the shareholders' meeting regarding our Bank's merger or division may request our Bank to purchase their shares;</p> <p>(VIII) Other rights stipulated by laws, regulations, departmental rules, and these Articles of Association.</p> <p>Shareholders may inspect copies of meeting minutes free of charge during our Bank's business hours. Upon request by any shareholder for copies of meeting minutes, our Bank shall deliver such copies within seven days upon receipt of reasonable fees.</p> <p>If any person holding direct or indirect interests exercises rights attached to shares in our Bank without disclosing such interests to our Bank, our Bank shall not, solely on this basis, freeze or otherwise impair any rights of such person based on our Bank's share capital.</p>	<p>(4) Report on the total par value, quantity, highest price, and lowest price of each class of shares repurchased by our Bank since the previous fiscal year, along with all expenses incurred by our Bank for such repurchases;</p> <p>(5) Minutes of shareholders' meetings, resolutions of the board of directors, and resolutions of the board of supervisors;</p> <p>(6) Bond stubs of our Bank;</p> <p>(7) Periodic financial accounting reports, reports of the Board of Directors, Board of Supervisors, and auditors;</p> <p>(8) The most recent annual report filed with the State Administration for Market Regulation or other competent authorities.</p> <p>(VI) Upon termination or liquidation of our Bank, participate in the distribution of our Bank's residual assets in proportion to their shareholding;</p> <p>(VII) Shareholders who object to resolutions passed by the shareholders' meeting regarding our Bank's merger or division may request our Bank to purchase their shares;</p> <p>(VIII) Other rights stipulated by laws, <u>administrative</u> regulations, departmental rules, and these Articles of Association.</p> <p>Shareholders may inspect copies of meeting minutes free of charge during our Bank's business hours. Upon request by any shareholder for copies of meeting minutes, our Bank shall deliver such copies within seven days upon receipt of reasonable fees.</p> <p>If any person holding direct or indirect interests exercises rights attached to shares in our Bank without disclosing such interests to our Bank, our Bank shall not, solely on this basis, freeze or otherwise impair any rights of such person based on our Bank's share capital.</p>

Original Article	Revised Article
<p>Article 58 Shareholders requesting to inspect and copy the information or materials referred to in the preceding article shall submit a written request to our Bank, stating the purpose, and provide written documentation verifying the type and quantity of shares held in our Bank. Upon verification of the shareholder's identity, our Bank shall provide the requested information or materials.</p>	<p>Article 5<u>3</u>8 Shareholders requesting to inspect and copy the information or materials referred to in the preceding article shall <u>comply with the provisions of laws and administrative regulations such as the "Company Law" and the "Securities Law"</u>. <u>Shareholders who individually or collectively hold more than three percent of our Bank's shares for a continuous period of one hundred and eighty days or more and request to inspect our Bank's accounting books and accounting vouchers shall submit a written request to our Bank, stating the purpose, and provide written documentation verifying the type and quantity of shares held in our Bank. Upon verification of the shareholder's identity, our Bank shall provide the requested information or materials. Our Bank may refuse to provide access if it has reasonable grounds to believe that the shareholder's purpose for inspecting the accounting books and vouchers is improper and may harm our Bank's legitimate interests.</u></p>

Original Article	Revised Article
<p>Article 59 Where resolutions of our Bank’s shareholders’ meeting or board of directors violate laws or administrative regulations, shareholders have the right to request the People’s Court to declare them invalid.</p> <p>Where the procedures for convening meetings of the shareholders’ meeting or the board of directors, or the voting methods, violate laws, administrative regulations, or these Articles of Association, or where the content of resolutions violates these Articles of Association, shareholders have the right to request the People’s Court to revoke such resolutions within sixty days from the date of their adoption.</p> <p>Where a shareholder initiates litigation in accordance with the preceding paragraph, our Bank may request the People’s Court to require the shareholder to provide corresponding security.</p> <p>Where our Bank has completed registration of changes based on resolutions of the shareholders’ meeting or the board of directors, and the People’s Court subsequently declares such resolutions invalid or revokes them, our Bank shall apply to the registration authority to revoke the registration of changes.</p>	<p>Article 539 Where resolutions of our Bank’s shareholders’ meeting or board of directors violate laws or administrative regulations, shareholders have the right to request the People’s Court to declare them invalid.</p> <p>Where the procedures for convening meetings of the shareholders’ meeting or the board of directors, or the voting methods, violate laws, administrative regulations, or these Articles of Association, or where the content of resolutions violates these Articles of Association, shareholders have the right to request the People’s Court to revoke such resolutions within sixty days from the date of their adoption. <u>However, this shall not apply when there are only minor defects in the convening procedures or voting method of the general meeting or meeting of the Board, which do not materially affect the resolution.</u></p> <p>Where a shareholder initiates litigation in accordance with the preceding paragraph, our Bank may request the People’s Court to require the shareholder to provide corresponding security.</p> <p>Where our Bank has completed registration of changes based on resolutions of the shareholders’ meeting or the board of directors, and the People’s Court subsequently declares such resolutions invalid or revokes them, our Bank shall apply to the registration authority to revoke the registration of changes.</p>

Original Article	Revised Article
	<p><u>Where the Board, shareholders and other stakeholders dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the people's court. Before the People's Court makes a judgement or ruling such as a revocation of the resolution, the stakeholders shall execute the resolution of the general meeting. The Bank, Directors and senior management shall perform their duties diligently to ensure the normal operation of the Bank.</u></p> <p><u>Where the People's Court makes a judgement or ruling on a relevant matter, the Bank shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, requirements of the China Securities Regulatory Commission and stock exchanges, fully explain the impact, and actively cooperate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.</u></p>
	<p><u>Article 40 Resolutions of the general meeting or Board meeting of the Bank shall not be valid under any of the following circumstances:</u></p> <p><u>(1) no general meeting or Board meeting has been convened to pass a resolution;</u></p> <p><u>(2) the resolution is not voted on at the general meeting or Board meeting;</u></p> <p><u>(3) 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 provided for in the Company Law or the Articles of Association; or</u></p> <p><u>(4) the number of persons agreeing 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 provided for in the Company Law or the Articles of Association.</u></p>

Original Article	Revised Article
<p>Article 60 Where directors or senior management personnel violate laws, administrative regulations, or these Articles of Association while performing their duties for our Bank, causing losses to our Bank, shareholders holding individually or collectively more than one percent of our Bank’s shares for a continuous period of one hundred and eighty days or more shall have the right to request the Board of Supervisors in writing to file a lawsuit with the People’s Court; Where the Board of Supervisors causes losses to our Bank by violating laws, administrative regulations, or these Articles of Association while performing its duties, shareholders may request the Board of Directors in writing to initiate litigation with the People’s Court.</p> <p>If the Board of Supervisors or Board of Directors refuses to initiate litigation upon receiving the written request from shareholders as stipulated in the preceding paragraph, or fails to initiate litigation within thirty days of receiving the request, or if the situation is urgent and failure to initiate litigation immediately would cause irreparable damage to our Bank’s interests, the shareholders specified in the preceding paragraph shall have the right to directly initiate litigation in their own name in the People’s Court for the benefit of our Bank.</p> <p>Where others infringe upon the lawful rights and interests of our Bank and cause losses to our Bank, the shareholders specified in the first paragraph of this Article may file a lawsuit with the People’s Court in accordance with the provisions of the preceding two paragraphs.</p>	<p>Article 60<u>41</u> Where directors or senior management personnel <u>other than members of the Audit Committee</u> violate laws, administrative regulations, or these Articles of Association while performing their duties for our Bank, causing losses to our Bank, shareholders holding individually or collectively more than one percent of our Bank’s shares for a continuous period of one hundred and eighty days or more shall have the right to request the Board of Supervisors <u>Audit Committee</u> in writing to file a lawsuit with the People’s Court; Where the Board of Supervisors <u>Audit Committee</u> causes losses to our Bank by violating laws, administrative regulations, or these Articles of Association while performing its duties, shareholders may request the Board of Directors in writing to initiate litigation with the People’s Court.</p> <p>If the Board of Supervisors <u>Audit Committee</u> or Board of Directors refuses to initiate litigation upon receiving the written request from shareholders as stipulated in the preceding paragraph, or fails to initiate litigation within thirty days of receiving the request, or if the situation is urgent and failure to initiate litigation immediately would cause irreparable damage to our Bank’s interests, the shareholders specified in the preceding paragraph shall have the right to directly initiate litigation in their own name in the People’s Court for the benefit of our Bank.</p> <p>Where others infringe upon the lawful rights and interests of our Bank and cause losses to our Bank, the shareholders specified in the first paragraph of this Article may file a lawsuit with the People’s Court in accordance with the provisions of the preceding two paragraphs.</p>

Original Article	Revised Article
	<p data-bbox="810 293 1356 1006"><u>If the director, supervisor or any other senior management of a wholly-owned subsidiary of the Bank violates any law or administrative regulation or breaches the Articles of Association in performing his or her duties, causing losses to the Company, or in the event that a third party infringes upon the legal rights and interests of a wholly-owned subsidiary of the Bank, thereby causing the subsidiary to sustain a loss, shareholders that holds 1% or more of the shares in the Bank, either individually or collectively, for 180 or more consecutive days may request the supervisory committee or board of directors of the wholly-owned subsidiary in writing to institute a legal action in a People’s Court or initiate a legal action in a People’s Court in its own name pursuant to the first three paragraphs of Article 189 of the Company Law.</u></p> <p data-bbox="810 1017 1356 1219"><u>If the Bank’s wholly-owned subsidiary has not established a supervisory committee or any supervisor, but established an audit committee, the matter shall be dealt with in accordance with paragraphs 1 and 2 of this article.</u></p>

Original Article	Revised Article
<p>Article 62 Unless otherwise provided for by laws, regulations, rules, normative documents, or our Bank’s Articles of Association with respect to preferred shareholders, all shareholders of our Bank shall bear the following obligations:</p> <p>(I) Comply with laws, regulations, and regulatory requirements;</p> <p>(II) Comply with these Articles of Association and maintain our Bank’s trade secrets;</p> <p>(III) Pay the capital contribution in accordance with the shares subscribed and the method of participation;</p> <p>(IV) Not return shares except as provided by laws and regulations;</p> <p>(V) Strictly comply with laws, regulations, and regulatory requirements when pledging Bank shares as collateral for guarantees to themselves or others, and notify our Bank’s Board of Directors in advance.</p> <p>Shareholders holding director or supervisor positions in our Bank, or shareholders directly, indirectly, or jointly holding or controlling 2% or more of our Bank’s shares or voting rights, must apply to our Bank’s Board of Directors for recordal prior to pledging our Bank’s shares. The application shall include the reasons for the pledge, the number of shares pledged, the pledge term, the pledgee, and other basic information. The Board shall refuse to record any pledge deemed to have a significant adverse impact on our Bank’s equity stability, corporate governance, risk management, or related-party transaction controls. Directors appointed by shareholders intending to pledge shares shall recuse themselves during Board deliberations on relevant recordation matters.</p>	<p>Article 6243 Unless otherwise provided for by laws, regulations, rules, normative documents, or our Bank’s Articles of Association with respect to preferred shareholders, all shareholders of our Bank shall bear the following obligations:</p> <p>(I) Comply with laws, <u>administrative</u> regulations, and regulatory requirements;</p> <p>(II) Comply with these Articles of Association and maintain our Bank’s trade secrets;</p> <p>(III) Pay the capital contribution in accordance with the shares subscribed and the method of participation, <u>using legally sourced proprietary funds to subscribe to shares in our Bank. Subscription shall not be made using non-proprietary funds such as entrusted funds or debt funds, except as otherwise provided by laws, regulations, or regulatory requirements;</u></p> <p>(IV) <u>Maintain shareholding ratios and the number of holding entities in compliance with regulatory requirements; shall not entrust others to hold shares in our Bank or accept entrustment from others to hold such shares;</u></p> <p>(IV) Not return <u>withdraw</u> shares except as provided by laws and regulations;</p> <p>(VI) <u>Truthfully disclose to our Bank information regarding financial status, equity structure, sources of investment funds, controlling shareholders, de facto controllers, related parties, concerted parties, ultimate beneficial owners, and investments in other financial institutions, in accordance with laws, regulations, and regulatory requirements;</u></p> <p>(VII) <u>Shareholders shall promptly notify our Bank in writing of any changes in their controlling shareholders, de facto controllers, related parties, concerted parties, or ultimate beneficiaries, in accordance with laws, regulations, and regulatory requirements;</u></p>

Original Article	Revised Article
<p>After completing the equity pledge registration, shareholders shall cooperate with our Bank’s risk management and information disclosure requirements by promptly providing our Bank with relevant information concerning the pledged equity.</p> <p>Shareholders shall not pledge their equity in our Bank if their outstanding loans from our Bank exceed the net equity value of their holdings as audited in the preceding fiscal year. When a shareholder pledges voting equity in our Bank reaching or exceeding fifty percent of their total voting equity holdings, their voting rights at the shareholders’ meeting shall be restricted. The pledged portion of their equity shall not be exercised for voting purposes at the shareholders’ meeting and shall not be counted toward the total number of shares held by shareholders attending the meeting. Directors recommended or nominated by such shareholders shall not exercise voting rights at board meetings and shall not be counted toward the number of attendees at board meetings;</p> <p>(VI) Shareholders shall not seek improper benefits, interfere with the decision-making and management authority of the Board of Directors and senior management as provided for in these Articles of Association, bypass the Board of Directors and senior management to directly interfere with our Bank’s operations and management, or harm the interests of our Bank and the lawful rights and interests of other stakeholders;</p> <p>(VII) Shareholders shall not abuse their shareholder rights to harm the interests of our Bank or other shareholders; nor shall they abuse our Bank’s independent legal status and the limited liability of shareholders to harm the interests of our Bank’s creditors.</p>	<p><u>(VIII) In the event of a shareholder’s merger, division, imposition of measures such as suspension of business for rectification, designated trusteeship, receivership, or revocation, or entry into dissolution, liquidation, or bankruptcy proceedings, or changes to its legal representative, company name, business premises, scope of operations, or other material matters, the shareholder shall promptly notify our Bank in writing of the relevant circumstances in accordance with laws, regulations, and regulatory requirements;</u></p> <p><u>(IX) Where a shareholder’s shares in our Bank are subject to litigation, arbitration, judicial enforcement measures, pledges, or de-pledges, the shareholder shall promptly notify our Bank in writing of the relevant circumstances in accordance with laws, regulations, and regulatory requirements;</u></p> <p><u>(VX) Shareholders transferring or pledging their shares in our Bank, or engaging in related-party transactions with our Bank, shall comply with laws, regulations, and regulatory requirements and shall not harm the interests of other shareholders or our Bank. Strictly comply with laws, regulations, and regulatory requirements when pledging Bank shares as collateral for guarantees to themselves or others, and notify our Bank’s Board of Directors in advance.</u></p>

Original Article	Revised Article
<p>Shareholders who abuse their shareholder rights and cause losses to our Bank or other shareholders shall bear liability for compensation in accordance with the law.</p> <p>Where shareholders abuse our Bank’s corporate legal personality and limited liability to evade debts, thereby seriously harming the interests of our Bank’s creditors, they shall bear joint and several liability for our Bank’s debts.</p> <p>For shareholders who make false statements, abuse shareholder rights, or engage in other conduct detrimental to our Bank’s interests, the banking regulatory authority under the State Council may restrict or prohibit our Bank from conducting related-party transactions with them, limit their equity holdings in our Bank, restrict the proportion of equity pledges, and may also restrict their rights to request convening of shareholder meetings, voting rights, nomination rights, proposal rights, and disposal rights;</p> <p>(VIII) Other obligations that shareholders shall bear as stipulated by laws, regulations, rules, and these Articles of Association.</p> <p>Shareholders shall not be liable for any subsequent capital increases beyond the terms agreed upon by the subscribers at the time of subscription.</p>	<p>Shareholders holding director or supervisor positions in our Bank, or shareholders directly, indirectly, or jointly holding or controlling 2% or more of our Bank’s shares or voting rights, must apply to our Bank’s Board of Directors for recordal prior to pledging our Bank’s shares. The application shall include the reasons for the pledge, the number of shares pledged, the pledge term, the pledgee, and other basic information. The Board shall refuse to record any pledge deemed to have a significant adverse impact on our Bank’s equity stability, corporate governance, risk management, or related-party transaction controls. Directors appointed by shareholders intending to pledge shares shall recuse themselves during Board deliberations on relevant recordation matters.</p> <p>After completing the equity pledge registration, shareholders shall cooperate with our Bank’s risk management and information disclosure requirements by promptly providing our Bank with relevant information concerning the pledged equity.</p> <p>Shareholders shall not pledge their equity in our Bank if their outstanding loans from our Bank exceed the net equity value of their holdings as audited in the preceding fiscal year. When a shareholder pledges voting equity in our Bank reaching or exceeding fifty percent of their total voting equity holdings, their voting rights at the shareholders’ meeting shall be restricted. The pledged portion of their equity shall not be exercised for voting purposes at the shareholders’ meeting and shall not be counted toward the total number of shares held by shareholders attending the meeting. Directors recommended or nominated by such shareholders shall not exercise voting rights at board meetings and shall not be counted toward the number of attendees at board meetings;</p>

Original Article	Revised Article
	<p data-bbox="810 293 1358 859">(VIXI) Shareholders, their controlling shareholders, and de facto controllers shall not abuse shareholder rights or exploit related-party relationships to harm the lawful rights and interests of our Bank, other shareholders, or stakeholders. Shareholders shall not seek improper benefits, interfere with the decision-making and management authority of the Board of Directors and senior management as provided for in these Articles of Association, bypass the Board of Directors and senior management to directly interfere with our Bank's operations and management, or harm the interests of our Bank and the lawful rights and interests of other stakeholders;</p> <p data-bbox="810 868 1358 1115">(VII) Shareholders shall not abuse their shareholder rights to harm the interests of our Bank or other shareholders; nor shall they abuse our Bank's independent legal status and the limited liability of shareholders to harm the interests of our Bank's creditors.</p> <p data-bbox="810 1123 1358 1293">Shareholders who abuse their shareholder rights and cause losses to our Bank or other shareholders shall bear liability for compensation in accordance with the law.</p> <p data-bbox="810 1302 1358 1515">Where shareholders abuse our Bank's corporate legal personality and limited liability to evade debts, thereby seriously harming the interests of our Bank's creditors, they shall bear joint and several liability for our Bank's debts.</p> <p data-bbox="810 1523 1358 1979">For shareholders who make false statements, abuse shareholder rights, or engage in other conduct detrimental to our Bank's interests, the banking regulatory authority under the State Council may restrict or prohibit our Bank from conducting related-party transactions with them, limit their equity holdings in our Bank, restrict the proportion of equity pledges, and may also restrict their rights to request convening of shareholder meetings, voting rights, nomination rights, proposal rights, and disposal rights;</p>

Original Article	Revised Article
	<p>(XII) <u>In the event of a risk incident or major violation by our Bank, shareholders shall cooperate with regulatory authorities in investigations and risk resolution;</u></p> <p>(VHXIII) Other obligations that shareholders shall bear as stipulated by laws, regulations, rules <u>regulatory requirements</u>, and these Articles of Association.</p> <p>Shareholders shall not be liable for any subsequent capital increases beyond the terms agreed upon by the subscribers at the time of subscription.</p>
<p>Article 65</p> <p>Shareholders who should have obtained but failed to obtain approval from the banking regulatory authority under the State Council, or who failed to report to the banking regulatory authority under the State Council, shall not exercise rights such as the right to request the convening of a shareholders’ meeting, voting rights, nomination rights, proposal rights, or disposal rights.</p> <p>.....</p>	<p>Article 65<u>46</u></p> <p>Shareholders who should have obtained but failed to obtain approval from the banking regulatory authority under the State Council, or who failed to report to the banking regulatory authority under the State Council, shall not exercise rights such as the right to request the convening of a shareholders’ meeting, voting rights, nomination rights, proposal rights, or disposal rights.</p> <p>.....</p>
<p>Article 66 When a shareholder, particularly a substantial shareholder, has overdue credit facilities with our Bank, such shareholder shall not exercise voting rights at the shareholders’ meeting, and the number of shares held by such shareholder shall not be counted toward the total number of shares represented by shareholders exercising voting rights at the meeting. Directors recommended or nominated by such shareholder shall not exercise voting rights at the board meeting and shall not be counted toward the number of directors present at the meeting.</p>	<p>Articles 66<u>47</u> When a shareholder, particularly a substantial shareholder, has overdue credit facilities with our Bank, such shareholder shall not exercise voting rights at the shareholders’ meeting, and the number of shares held by such shareholder shall not be counted toward the total number of shares represented by shareholders exercising voting rights at the meeting. Directors recommended or nominated by such shareholder shall not exercise voting rights at the board meeting and shall not be counted toward the number of directors present at the meeting.</p>

Original Article	Revised Article
	<u>Section II Controlling Shareholders and De Facto Controllers</u>
	<p><u>Article 48 Our Bank’s controlling shareholders and de facto controllers shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, and the provisions of the China Securities Regulatory Commission and the stock exchange, safeguarding the interests of our Bank.</u></p> <p><u>If our Bank has no controlling shareholder or de facto controller, our Bank’s largest shareholder and its ultimate controller shall comply with the provisions of this section in accordance with laws, administrative regulations, and regulatory requirements.</u></p>
<p>Article 67 Our Bank’s controlling shareholders, actual controllers, or major shareholders shall owe a fiduciary duty to our Bank and other shareholders. Controlling shareholders shall strictly exercise their rights as investors in accordance with the law. Controlling shareholders shall not use profit distribution, asset restructuring, external investments, fund occupation, loan guarantees, or other means to harm the legitimate rights and interests of our Bank and public shareholders.</p> <p>Controlling shareholders, actual controllers, or major shareholders shall exercise their rights as investors strictly in accordance with laws, regulations, rules, and this Articles of Association. They shall not use their controlling position, major shareholder status, or related party relationships to seek improper benefits or harm the interests of our Bank and other shareholders. They shall bear liability for compensation if losses are caused to our Bank.</p>	<p><u>Article 49 Our Bank’s controlling shareholders and de facto controllers shall comply with the following provisions:</u></p> <p><u>(I) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate interests of the Bank or other shareholders;</u></p> <p><u>(II) to strictly implement the public statements and undertakings made and shall not change or waive them;</u></p> <p><u>(III) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Bank in information disclosure and to inform the Bank in a timely manner of material events that have occurred or are proposed to occur;</u></p> <p><u>(IV) not to appropriate the Bank’s funds in any way;</u></p> <p><u>(V) not to order, instruct or request the Bank and relevant personnel to provide guarantees in violation of laws and regulations;</u></p>

Original Article	Revised Article
	<p><u>(VI) not to make use of the Bank's undisclosed material information to gain benefits, not to divulge in any way undisclosed material information relating to the Bank, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;</u></p> <p><u>(VII) not to prejudice the legitimate rights and interests of the Bank and other shareholders through unfair related transactions, profit distribution, asset restructuring, external investment or any other means;</u></p> <p><u>(VIII) to ensure the integrity of the Bank's assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way;</u></p> <p><u>(IX) other provisions prescribed by laws, administrative regulations, the requirements of the China Securities Regulatory Commission, the business rules of the stock exchanges and the Articles of Association.</u></p> <p><u>Where a controlling shareholder or de facto controller of the Bank does not act as a Director of the Company but actually carries out the affairs of the Bank, the provisions of the Articles of Association relating to the duties of loyalty and diligence of Directors shall apply.</u></p> <p><u>Where a controlling shareholder or de facto controller of the Bank instructs a Director or senior management officer to engage in an act that is detrimental to the interests of the Bank or the shareholders, he/she shall be jointly and severally liable with such Director or senior management.</u></p>

Original Article	Revised Article
	<p>Article 67 Our Bank's controlling shareholders, actual controllers, or major shareholders shall owe a fiduciary duty to our Bank and other shareholders. Controlling shareholders shall strictly exercise their rights as investors in accordance with the law. Controlling shareholders shall not use profit distribution, asset restructuring, external investments, fund occupation, loan guarantees, or other means to harm the legitimate rights and interests of our Bank and public shareholders, nor shall they use their controlling position to harm the interests of our Bank and public shareholders.</p> <p>Controlling shareholders, actual controllers, or major shareholders shall exercise their rights as investors strictly in accordance with laws, regulations, rules, and this Articles of Association. They shall not use their controlling position, major shareholder status, or related party relationships to seek improper benefits or harm the interests of our Bank and other shareholders. They shall bear liability for compensation if losses are caused to our Bank.</p>
	<p><u>Article 50 Where a controlling shareholder or de facto controller pledges the shares of the Bank that he/she holds or actually controls, he/she shall maintain the stability of the Bank's control and production operations.</u></p>
	<p><u>Article 51 Where a controlling shareholder or de facto controller transfers the shares of the Bank held by him/her, he/she shall comply with the restrictive provisions concerning the transfer of shares set out in the laws, administrative regulations and the requirements of the China Securities Regulatory Commission and the stock exchanges, as well as his/ her undertakings in respect of the restriction on the transfer of shares.</u></p>

Original Article	Revised Article
<p align="center">Section II General Provisions on Shareholders' Meetings</p>	<p align="center">Section III General Provisions on Shareholders' Meetings</p>
<p>Article 69 The shareholders' meeting, composed of all shareholders, is our Bank's supreme decision-making body and shall exercise the following powers in accordance with the law:</p> <p>(I) Determining our Bank's business policies and investment plans;</p> <p>(II) Elect and replace directors, and determine matters concerning directors' remuneration;</p> <p>(III) Elect and replace shareholder-appointed supervisors and external supervisors, and determine matters concerning the remuneration of supervisors;</p> <p>(IV) Review and approve the Board of Directors' reports;</p> <p>(V) Review and approve the reports of the Board of Supervisors;</p> <p>(VI) Review and approve our Bank's annual financial budget and final accounts;</p> <p>(VII) Review and approve our Bank's profit distribution and loss compensation plans;</p> <p>(VIII) Resolving on the increase or decrease of our Bank's registered capital;</p> <p>(IX) Resolving on the issuance of shares or bonds by our Bank that serve to supplement its capital;</p> <p>(X) Resolving matters concerning our Bank's merger, division, dissolution, and liquidation;</p> <p>(XI) Resolving on the engagement, termination, or non-renewal of our Bank's accounting firm;</p> <p>(XII) Amend these Articles of Association;</p> <p>(XIII) To deliberate on proposals submitted by shareholders holding individually or collectively more than three percent of our Bank's voting shares;</p>	<p>Article 69⁶⁹⁵² The shareholders' meeting, composed of all shareholders, is our Bank's supreme authority and shall exercise the following powers in accordance with the law:</p> <p>(I) Determining our Bank's business policies and investment plans;</p> <p>(H-I) <u>Elect and replace directors other than employee directors, and determine matters concerning directors' compensation;</u></p> <p>(III) Elect and replace shareholder-appointed supervisors and external supervisors, and determine matters concerning the remuneration of supervisors;</p> <p>(IV-II) <u>Review and approve the Board of Directors' reports;</u></p> <p>(V) Review and approve the reports of the Board of Supervisors;</p> <p>(VI) Review and approve our Bank's annual financial budget and final accounts;</p> <p>(VII-I) <u>Review and approve our Bank's profit distribution and loss compensation plans;</u></p> <p>(VIII-IV) <u>Resolving on the increase or decrease of our Bank's registered capital;</u></p> <p>(IXV) <u>Resolve on our Bank's issuance of shares or bonds or other securities with the nature of supplementing capital, as well as listing plans; the Shareholders' Meeting may authorize the Board of Directors to resolve on bond issuance;</u></p> <p>(VI-X) <u>Resolve on our Bank's merger, division, dissolution, liquidation, or change of corporate form;</u></p> <p>(VII-XI) <u>Resolve on the engagement, dismissal, or non-renewal of the accounting firm conducting our Bank's audit;</u></p> <p>(VIII-XH) <u>Amend these Articles of Association;</u></p> <p>(IX) <u>Review and approve the rules of procedure for the shareholders' meeting and the board of directors;</u></p> <p>(X) <u>Resolve on the acquisition of our Bank's shares in accordance with laws and these Articles of Association;</u></p>

Original Article	Revised Article
<p>(XIV) Deciding on the issuance of preferred shares; deciding or authorizing the Board of Directors to decide matters related to our Bank's issued preferred shares, including but not limited to redemption, conversion, and dividend distribution;</p> <p>(XV) Review and approve changes in the use of raised funds;</p> <p>(XVI) Reviewing equity incentive plans;</p> <p>(XVII) Reviewing matters where our Bank purchases or sells significant assets in non-commercial banking operations within one year, or where the guarantee amount for non-commercial banking operations exceeds thirty percent of our Bank's most recent audited total assets;</p> <p>(XVIII) Review fixed asset investments, external investments, related-party transactions, and other matters required to be submitted to the shareholders' meeting for deliberation in accordance with relevant laws, regulations, departmental rules, the provisions of the securities regulatory authority where our Bank's shares are listed, as well as the provisions of these Articles of Association and other internal systems.</p>	<p>(XIH) Review proposals submitted by shareholders holding individually or collectively more than <u>31%</u> of our Bank's voting shares;</p> <p>(XIIV) Deciding on the issuance of preferred shares; deciding or authorizing the Board of Directors to decide matters related to our Bank's issued preferred shares, including but not limited to redemption, conversion, and dividend distribution;</p> <p>(XVIIII) Review and approve changes in the use of raised funds;</p> <p>(XIVV) Review equity incentive plans <u>and employee stock ownership plans</u>;</p> <p>(XVII) Review matters concerning our Bank's purchase or sale of major assets in non-commercial banking operations within one year, or guarantees for non-commercial banking operations exceeding thirty percent of our Bank's most recent audited total assets;</p> <p>(XVI) Review and authorize the Board of Directors to decide within three years to <u>issue shares not exceeding fifty percent of the issued shares. However, contributions made in non-monetary assets shall be subject to resolution by the Shareholders' Meeting</u>;</p>

Original Article	Revised Article
<p>Matters within the scope of authority of the shareholders' meeting as described above shall be deliberated and decided by the shareholders' meeting. However, under necessary, reasonable, and lawful circumstances, the shareholders' meeting may authorize the board of directors to make decisions. The scope of such authorization shall be clearly defined and specific. Authorizations granted by the shareholders' meeting to the Board of Directors shall be approved by a majority of the voting rights held by shareholders (including shareholder proxies) present at the meeting if the authorized matters fall under those requiring ordinary resolutions under these Articles of Association. If the authorized matters fall under those requiring special resolutions under these Articles of Association, they shall be approved by more than two-thirds of the voting rights held by shareholders (including shareholder proxies) present at the meeting.</p>	<p>(XVIII) Review fixed asset investments, external investments, related-party transactions, and other matters required to be submitted to the shareholders' meeting for deliberation under relevant laws, administrative regulations, departmental rules, provisions of the securities regulatory authority where our Bank's shares are listed, this Articles of Association, and other internal systems.</p> <p>Matters within the scope of authority of the shareholders' meeting as described above shall be deliberated and decided by the shareholders' meeting. However, where necessary, reasonable, and lawful, the shareholders' meeting may authorize the board of directors to decide. The content of such authorization shall be clear and specific. Authorizations granted by the shareholders' meeting to the board of directors shall be approved by a majority of the voting rights held by shareholders (including shareholder proxies) present at the shareholders' meeting if the authorized matters fall under those requiring ordinary resolutions under these Articles of Association. If the authorized matters fall under those requiring special resolutions under these Articles of Association, they shall be approved by more than two-thirds of the voting rights held by shareholders (including shareholder proxies) present at the shareholders' meeting.</p> <p><u>Where the Board of Directors decides to issue shares in accordance with the preceding paragraph, resulting in changes to our Bank's registered capital or the number of issued shares, no further vote by the shareholders' meeting shall be required to amend the relevant provisions of these Articles of Association.</u></p> <p><u>Where these Articles of Association or the shareholders' meeting authorizes the Board of Directors to decide on the issuance of new shares, the Board resolution shall be adopted by a vote of more than two-thirds of all directors.</u></p>

Original Article	Revised Article
<p>Article 70 Except in special circumstances such as a crisis, our Bank shall not enter into any contract with any person other than directors, supervisors, or senior management to entrust the management of all or any significant part of our Bank's business to such person without prior approval by the shareholders' meeting.</p>	<p>Article 70⁵³. Except in special circumstances such as a crisis, our Bank shall not enter into any contract with any person other than directors, supervisors, or senior management to entrust the management of all or any significant part of our Bank's business to such person without prior approval by the shareholders' meeting.</p>
<p>Article 71 Shareholders' meetings shall be divided into annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be convened once a year and shall be held within six months after the end of the preceding fiscal year.</p>	<p>Article 71⁵⁴ Shareholders' meetings shall be divided into annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be convened once a year and shall be held within six months after the end of the preceding fiscal year.</p>
<p>Article 72 Our Bank shall convene an extraordinary shareholders' meeting within two months after the occurrence of any of the following circumstances:</p> <p>(I) When the number of directors falls below the legally prescribed number or two-thirds of the number specified in these Articles of Association;</p> <p>(II) When our Bank's unrecovered losses reach one-third of the total share capital;</p> <p>(III) When shareholders holding individually or collectively more than ten percent of the total voting shares of our Bank request it;</p> <p>(IV) When deemed necessary by the Board of Directors;</p> <p>(V) When proposed by the Board of Supervisors;</p> <p>(VI) When proposed by a majority of the independent directors or a majority of the external supervisors;</p> <p>(VII) Other circumstances specified in these Articles of Association.</p>	<p>Article 72⁵⁵ Our Bank shall convene an extraordinary general meeting within two months after the occurrence of any of the following circumstances:</p> <p>(I) When the number of directors falls below the legally prescribed number or two-thirds of the number specified in these Articles of Association;</p> <p>(II) When our Bank's unrecovered losses reach one-third of the total share capital;</p> <p>(III) When shareholders holding individually or collectively more than ten percent of the total voting shares (<u>including preferred shares with restored voting rights, etc.</u>) of our Bank request it;</p> <p>(IV) When deemed necessary by the Board of Directors;</p> <p>(V) When proposed by the <u>Audit Committee</u> Board of Supervisors;</p> <p>(VI) When proposed by <u>more than half and not fewer than two</u> a majority of the independent directors or a majority of the external supervisors;</p> <p>(VII) Other circumstances <u>stipulated by laws, administrative regulations, departmental rules, or</u> specified in these Articles of Association.</p>

Original Article	Revised Article
<p>Article 73 The location for convening our Bank's shareholders' meetings shall be our Bank's registered office or any other location specified in the notice of the shareholders' meeting. The shareholders' meeting shall be held in the form of an in-person meeting with a meeting venue established.</p> <p>Our Bank shall also provide online voting to facilitate shareholder participation in the meeting. Shareholders participating in the meeting through the aforementioned methods shall be deemed present.</p> <p>After the notice of the shareholders' general meeting is issued, the venue for the in-person meeting shall not be changed without justifiable reasons. If a change is indeed necessary, the convener shall announce it at least two business days prior to the date of the in-person meeting and explain the reasons.</p>	<p>Article 73⁵⁶ The location for convening our Bank's shareholders' meetings shall be our Bank's registered office or any other location specified in the notice of the shareholders' meeting. The shareholders' meeting shall be held in the form of an in-person meeting with a meeting venue established.</p> <p>Our Bank shall also provide online voting to facilitate shareholder participation in the Shareholders' Meeting. Shareholders participating in the Shareholders' Meeting through the aforementioned methods shall be deemed present.</p> <p>After the notice of the shareholders' general meeting is issued, the venue for the in-person meeting shall not be changed without justifiable reasons. If a change is indeed necessary, the convener shall announce it at least two business days prior to the date of the in-person meeting and explain the reasons.</p>
Section III: Convening of Shareholders' Meetings	Section III^{IV}: Convening of Shareholders' Meetings
<p>Article 74 Shareholders' meetings shall be convened by the board of directors in accordance with the law.</p>	<p>Article 74⁵⁷ Shareholders' meetings shall be convened by the board of directors in accordance with the law.</p>
<p>Article 75 Where the Board of Directors fails or is unable to perform its duty to convene a Shareholders' Meeting, the Board of Supervisors shall promptly convene and preside over the meeting. Where the Board of Supervisors fails to convene and preside over the meeting, shareholders holding individually or collectively 10% or more of the total voting shares of our Bank for a continuous period of ninety days or more may convene and preside over the meeting themselves.</p>	<p>Article 75⁵⁸ Where the Board of Directors fails or is unable to perform its duty to convene a Shareholders' Meeting, the Audit Committee Board of Supervisors shall promptly convene and preside over the meeting. Where the Audit Committee Board of Supervisors fails to convene and preside over the meeting, shareholders holding individually or collectively 10% or more of the total voting shares of our Bank <u>(including preferred shares with restored voting rights, etc.)</u> for a continuous period of ninety days or more may convene and preside over the meeting themselves.</p>

Original Article	Revised Article
<p>Article 76 A majority of independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting of shareholders. Upon receiving such a proposal from independent directors, the Board of Directors shall, in accordance with laws, regulations, and the provisions of these Articles of Association, provide written feedback within ten days of receipt, stating whether it agrees or disagrees to convene the extraordinary general meeting. If the Board of Directors agrees to convene the extraordinary general meeting of shareholders, it shall issue a notice of the meeting within five days after making the Board resolution. If the Board of Directors disagrees with convening the extraordinary general meeting of shareholders, it shall explain the reasons and make an announcement.</p>	<p>Article 76 <u>59</u> A majority of <u>Upon obtaining the consent of more than half of all independent directors,</u> independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting of shareholders. Upon receiving such a proposal from independent directors, the Board of Directors shall, in accordance with laws, <u>administrative</u> regulations, and the provisions of these Articles of Association, provide written feedback within ten days of receipt, stating whether it agrees or disagrees to convene the extraordinary general meeting. If the Board of Directors agrees to convene the extraordinary general meeting of shareholders, it shall issue a notice of the meeting within five days after making the Board resolution. If the Board of Directors disagrees with convening the extraordinary general meeting of shareholders, it shall explain the reasons and make an announcement.</p>

Original Article	Revised Article
<p>Article 77 The Board of Supervisors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting of shareholders and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with laws, regulations, and these Articles of Association, provide written feedback within ten days of receiving the proposal indicating whether it agrees or disagrees to convene the extraordinary general meeting.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting of shareholders, it shall issue a notice of the meeting within five days after the Board resolution is made. Any changes to the original proposal in the notice shall be subject to the consent of the Board of Supervisors.</p> <p>If the Board of Directors refuses to convene an extraordinary general meeting of shareholders, or fails to provide feedback within ten days of receiving the proposal, it shall be deemed that the Board of Directors is unable or unwilling to fulfill its duty to convene the meeting. In such case, the Board of Supervisors may convene and preside over the meeting on its own.</p>	<p>Article 77<u>760</u> The Board of Supervisors <u>Audit Committee</u> shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting of shareholders and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and these Articles of Association, provide written feedback on whether it agrees or disagrees to convene the extraordinary general meeting within ten days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice within five days after making the Board resolution. Any changes to the original proposal in the notice shall be subject to the consent of the Board of Supervisors <u>Audit Committee</u>.</p> <p>If the Board of Directors refuses to convene an extraordinary general meeting of shareholders, or fails to provide feedback within ten days of receiving the proposal, it shall be deemed that the Board of Directors is unable or unwilling to fulfill its duty to convene the meeting. In such cases, the Board of Supervisors <u>Audit Committee</u> may convene and preside over the meeting on its own.</p>

Original Article	Revised Article
<p>Article 78 Shareholders requesting the convening of an extraordinary general meeting or a class shareholders’ meeting shall follow the procedures below:</p> <p>Shareholders holding individually or collectively 10% or more of the total voting shares of our Bank shall submit a written request to the Board of Directors, specifying the agenda items. The Board shall provide written feedback within ten days of receiving the request, indicating whether it agrees or disagrees to convene the extraordinary general meeting or class meeting.</p> <p>If the Board agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice within five days of adopting the Board resolution. Any changes to the original request in the notice shall require the consent of the relevant shareholders.</p> <p>If the Board of Directors refuses to convene an extraordinary general meeting or a class meeting, or fails to provide a response within ten days of receiving the request, shareholders holding individually or collectively ten percent or more of the total voting shares of our Bank shall have the right to propose to the Board of Supervisors the convening of an extraordinary general meeting or a class meeting, and shall submit a written request to the Board of Supervisors.</p> <p>If the Board of Supervisors agrees to convene an extraordinary general meeting or a class meeting, it shall issue a notice to convene the meeting within five days of receiving the request. Any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.</p>	<p>Article 78⁷⁸⁶¹ Shareholders requesting the convening of an extraordinary general meeting or a class meeting shall follow the procedures below:</p> <p>Shareholders holding individually or collectively 10% or more of our Bank’s total voting <u>shares (including preferred shares with restored voting rights, etc.)</u> shall submit a written request to the Board of Directors, specifying the agenda items. The Board of Directors shall provide written feedback within ten days of receiving the request, indicating whether it agrees or disagrees to convene the extraordinary general meeting or class meeting.</p> <p>Where the Board of Directors agrees to convene an extraordinary general meeting or a class meeting, it shall issue a notice of the meeting within five days after the Board resolution is made. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.</p> <p>Where the Board of Directors refuses to convene an extraordinary general meeting or a class meeting, or fails to respond within ten days of receiving the request, shareholders holding individually or collectively 10% or more of the total voting <u>shares of our Bank (including preferred shares with restored voting rights, etc.)</u> shall have the right to propose to the Board of Supervisors <u>Audit Committee</u> the convening of an extraordinary general meeting or a class meeting, and shall submit such request to the Board of Supervisors <u>Audit Committee</u> in writing.</p> <p>If the Board of Supervisors <u>Audit Committee</u> agrees to convene an extraordinary general meeting or a class meeting, it shall issue a notice of the meeting within five days of receiving the request. Any changes to the original proposal request shall be subject to the consent of the relevant shareholders.</p>

Original Article	Revised Article
<p>If the Board of Supervisors fails to issue the notice for the shareholders’ meeting or class shareholders’ meeting within the prescribed time limit, it shall be deemed that the Board of Supervisors does not convene and preside over the shareholders’ meeting or class shareholders’ meeting. Shareholders who individually or collectively hold more than ten percent of the total voting shares of our Bank for a continuous period of ninety days or more may convene and preside over the meeting themselves.</p>	<p>If the Board of Supervisors <u>Audit Committee</u> fails to issue the notice within the prescribed period, it shall be deemed that the Board of Supervisors <u>Audit Committee</u> will not convene or preside over the shareholders’ meeting or class shareholders’ meeting. Shareholders who individually or collectively hold more than 10% of the total voting <u>shares of our Bank (including preferred shares with restored voting rights, etc.)</u> for a continuous period of ninety days or more may convene and preside over the meeting themselves.</p>
<p>Article 79 Where the Board of Supervisors or shareholders decide to convene a shareholders’ meeting on their own initiative, they shall notify the Board of Directors in writing and simultaneously file with the banking regulatory authority of the State Council, the securities regulatory authority of the State Council, the stock exchange, and other relevant supervisory authorities at the location of our Bank.</p> <p>Prior to the announcement of the resolution of the shareholders’ meeting, the aggregate shareholding ratio of the convening shareholders shall not be less than ten percent of the total voting shares.</p> <p>The convening shareholders shall submit relevant supporting materials to the banking regulatory authority of the State Council and other relevant regulatory authorities in the location of our Bank when issuing the notice of the shareholders’ general meeting and the announcement of the resolution of the shareholders’ general meeting.</p>	<p>Article 6279 Where the Board of Supervisors <u>Audit Committee</u> or shareholders decide to convene a shareholders’ meeting on their own initiative, they shall notify the board of directors in writing and simultaneously file with the banking regulatory authority of the State Council, the securities regulatory authority of the State Council, the stock exchange, and other relevant supervisory authorities at the location of our Bank.</p> <p>Prior to the announcement of the resolution of the shareholders’ meeting, the convening shareholders shall hold no less than ten percent of the total voting shares.</p> <p><u>The Audit Committee or the</u> The convening shareholders shall submit relevant supporting materials to the banking regulatory authority of the State Council and other relevant regulatory authorities in the location of our Bank <u>stock exchange</u> when issuing the notice of the shareholders’ general meeting and the announcement of the resolution of the shareholders’ general meeting.</p>

Original Article	Revised Article
<p>Article 80 For shareholders’ general meetings convened by the Board of Supervisors or shareholders themselves, the Board of Directors and the Board Secretary shall cooperate. The Board of Directors shall provide the shareholder register as of the record date.</p>	<p>Article 83⁶³ For shareholders’ general meetings convened by the Board of Supervisors, —Audit Committee, or shareholders themselves, the Board of Directors and the Board Secretary shall cooperate. The Board of Directors shall provide the shareholder register as of the record date. <u>If the Board of Directors fails to provide the register of members, the convener may apply to the securities registration and settlement institution to obtain it by presenting the relevant announcement of the notice convening the shareholders’ meeting. The shareholder register obtained by the convener shall not be used for any purpose other than convening the shareholders’ meeting.</u></p>
<p>Article 81 For shareholders’ general meetings convened by the Board of Supervisors or shareholders themselves, the reasonable expenses incurred shall be borne by our Bank and deducted from the amounts owed by our Bank to the directors who failed to perform their duties.</p>	<p>Article 84⁶⁴: For shareholders’ general meetings convened by the Board of Supervisors —Audit Committee or shareholders themselves, the reasonable expenses incurred shall be borne by our Bank and deducted from the amounts owed by our Bank to the directors who failed to perform their duties.</p>

Original Article	Revised Article
<p style="text-align: center;">Section IV Shareholders' Meeting Proposals and Notices</p>	<p style="text-align: center;">Section IV: Shareholders' Meeting Proposals and Notices</p>
<p>Article 82 When our Bank convenes a shareholders' meeting, the Board of Directors, the Board of Supervisors, and shareholders holding individually or collectively more than three percent of the total voting shares of our Bank shall have the right to propose matters for deliberation at the shareholders' meeting. The Board of Directors shall submit the matters proposed by them to the shareholders' meeting for deliberation.</p> <p>Shareholders holding individually or collectively more than three percent of the total voting shares of our Bank may submit provisional proposals in writing to the convenor at least ten days prior to the convening of the Shareholders' general meeting or at least two days prior to the deadline for issuing a supplementary notice for the shareholders' meeting as stipulated in the Hong Kong Listing Rules (whichever is earlier). The convenor shall issue a supplementary notice for the Shareholders' general meeting within two days of receiving the proposal and announce the content of the provisional proposal.</p> <p>Except as provided in the preceding paragraph, after issuing the notice of the shareholders' meeting, the convenor shall not amend any proposal already listed in the notice or add new proposals.</p> <p>Proposals not listed in the notice of the shareholders' meeting or that do not comply with the provisions of these Articles of Association shall not be voted on or resolved at the shareholders' meeting.</p>	<p>Article 82⁶⁵ When our Bank convenes a shareholders' meeting, the Board of Directors, the Board of Supervisors <u>Audit Committee</u>, and shareholders holding individually or collectively more than three <u>one</u> percent of the total voting shares of our Bank <u>(including preferred shares with restored voting rights, etc.)</u> shall have the right to propose matters for deliberation at the shareholders' meeting <u>our Bank</u>. The Board of Directors shall submit the matters proposed by them <u>proposals</u> to the shareholders' meeting for deliberation.</p> <p>Shareholders holding individually or collectively more than three <u>one</u> percent of the total voting <u>shares of our Bank (including preferred shares with restored voting rights, etc.)</u> may submit provisional proposals in writing to the convenor at least ten days prior to the convening of the shareholders' general meeting or at least two days prior to the deadline for issuing a supplementary notice for the shareholders' meeting as stipulated in the Hong Kong Listing Rules (whichever is earlier) <u>general meeting</u> or <u>at least two days prior to the deadline for issuing a supplementary notice for the shareholders' meeting as stipulated in the Hong Kong Listing Rules (whichever is earlier)</u> to propose a temporary proposal. <u>Shareholders submitting a temporary proposal shall provide the convenor with documentary evidence of holding at least one percent of our Bank's shares.</u> The convenor shall issue a supplementary notice for the shareholders' general meeting <u>general meeting</u> within two days of receiving the proposal and announce the content of the provisional proposal, <u>and submit it to the shareholders' meeting for deliberation. However, this shall not apply if the temporary proposal violates laws, administrative regulations, or the provisions of these Articles of Association, or falls outside the scope of authority of the shareholders' meeting.</u></p>

Original Article	Revised Article
	<p>Except as provided in the preceding paragraph, after issuing the notice for the shareholders' meeting, the convener shall not modify any proposal already listed in the notice or add new proposals.</p> <p>Proposals not listed in the notice of the shareholders' meeting or that do not comply with these Articles of Association shall not be voted on or resolved at the shareholders' meeting.</p>
<p>Article 83 Proposals submitted to the shareholders' meeting shall meet the following conditions:</p> <p>(I) The content shall not conflict with laws, regulations, rules, or the provisions of these Articles of Association, and shall fall within the scope of our Bank's business operations and the authority of the shareholders' meeting;</p> <p>(II) Have a clear agenda and specific resolution items;</p> <p>(III) Submitted to the Board of Directors in writing.</p>	<p>Article 83<u>66</u> Proposals submitted to the shareholders' meeting shall meet the following conditions:</p> <p>(I) The content shall not conflict with laws, regulations, rules, or the provisions of these Articles of Association, and shall fall within the scope of our Bank's business operations and the authority of the shareholders' meeting;</p> <p>(II) Have a clear agenda and specific resolution items;</p> <p>(III) Submitted to the Board of Directors in writing.</p>
<p>Article 84 Our Bank's Board of Directors shall act in accordance with the principle of maximizing the interests of our Bank and its shareholders, and shall review proposals submitted to the Shareholders' Meeting in accordance with the provisions of the preceding article of these Articles of Association.</p>	<p>Article 84<u>67</u> Our Bank's Board of Directors shall act in accordance with the principle of maximizing the interests of our Bank and its shareholders, and shall review proposals submitted to the Shareholders' Meeting in accordance with the provisions of the preceding article of these Articles of Association.</p>
<p>Article 85 If the Board of Directors decides not to include a shareholder meeting proposal on the agenda, it shall explain the reason at that shareholder meeting.</p>	<p>Article 85<u>68</u> If the Board of Directors decides not to include a shareholder meeting proposal on the agenda, it shall explain the reason at that shareholder meeting.</p>

Original Article	Revised Article
<p>Article 86 Notices for shareholders' meetings shall meet the following requirements:</p> <p>(I) Be issued in writing;</p> <p>(II) Specify the location, time, and duration of the meeting;</p> <p>(III) Describe the matters and proposals to be considered at the meeting;</p> <p>(IV) Provide shareholders with the information and explanations necessary for them to make informed decisions on the matters to be discussed. This principle includes (but is not limited to) providing, when our Bank proposes a merger, share repurchase, capital restructuring, or other reorganization, the specific terms and conditions of the proposed transaction and any contracts (if any), along with a thorough explanation of its causes and consequences;</p> <p>(V) Disclosure of the nature and extent of any material interest held by any director, supervisor, or senior management personnel in the matters to be discussed; if such matters affect such director, supervisor, or senior management personnel as shareholders differently than other shareholders of the same class, an explanation of such difference shall be provided;</p> <p>(VI) The full text of any special resolution proposed for adoption at the meeting;</p> <p>(VII) A clear statement that all shareholders (including preferred shareholders whose voting rights have been restored) are entitled to attend the shareholders' meeting, and that shareholders entitled to attend and vote may appoint one or more shareholder proxies to attend and vote on their behalf, without the proxy necessarily being a shareholder;</p> <p>(VIII) The record date for shareholders entitled to attend the meeting;</p> <p>(IX) The time and location for submitting proxy voting forms for the meeting;</p>	<p>Article 69 Notices for shareholders' meetings shall meet the following requirements: <u>include the following content:</u></p> <p>(I) Be issued in written form;</p> <p>(II) Specify the location, time, location, and duration of the meeting;</p> <p>(III) Describe the matters and proposals to be considered at the meeting;</p> <p>(IV) Provide shareholders with the information and explanations necessary for them to make informed decisions on the matters to be discussed. This principle includes (but is not limited to) providing, when our Bank proposes a merger, share repurchase, capital restructuring, or other reorganization, the specific terms and conditions of the proposed transaction and any contracts (if any), along with a thorough explanation of its causes and consequences;</p> <p>(V) Disclosure of the nature and extent of any material interest held by any director, supervisor, or senior management personnel in the matters to be discussed; if such matters affect such director, supervisor, or senior management personnel as shareholders differently than other shareholders of the same class, an explanation of such difference shall be provided;</p> <p>(VI) The full text of any special resolution proposed for adoption at the meeting;</p> <p>(VII) A clear statement that all common shareholders (including preferred shareholders whose voting rights have been restored), shareholders holding shares with special voting rights, are entitled to attend the shareholders' meeting, and may authorize proxies in writing to attend the meeting and participate in voting, and that shareholders entitled to attend and vote may appoint one or more shareholder proxies to attend and vote on their behalf, without the proxy necessarily being a shareholder of our Bank;</p>

Original Article	Revised Article
<p>(X) Where the shareholders’ meeting is conducted online or by other means, the notice shall specify the voting time and procedures for such online or other methods;</p> <p>(XI) The name and telephone number of the permanent contact person for meeting arrangements;</p> <p>(XII) Other requirements stipulated by laws, regulations, and these Articles of Association.</p> <p>Where matters to be discussed require the opinion of independent directors, the notice or supplemental notice of the shareholders’ meeting shall simultaneously disclose the opinions of the independent directors and the reasons therefor.</p>	<p>(XIV) The record date for shareholders entitled to attend the meeting;</p> <p>(IXV) The time and location for submitting proxy voting forms for the meeting;</p> <p>(XVI) Where the shareholders’ meeting employs Online or by other methods, the notice shall specify the of voting time and procedures for such methods;</p> <p>(XVII) The name and telephone number of the permanent contact person for meeting arrangements;</p> <p>(XVIII) Other requirements stipulated by laws, regulations, and these Articles of Association.</p> <p>Where matters to be discussed require the opinion of independent directors, the notice or supplemental notice of the shareholders’ meeting shall simultaneously disclose the opinions of the independent directors and the reasons therefor.</p>
<p>Article 87 Where the shareholders’ meeting intends to deliberate on the election of directors and supervisors, the notice of the shareholders’ meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following:</p> <p>(I) Personal background, including educational background, work experience, and concurrent positions;</p> <p>(II) Whether there are any related party relationships with our Bank or its controlling shareholders and actual controllers;</p> <p>(III) Disclosure of the number of shares held in our Bank;</p> <p>(IV) Whether they have been subject to penalties by the securities regulatory authority under the State Council or other relevant departments, or disciplinary actions by the stock exchange.</p> <p>Except when directors and supervisors are elected by cumulative voting, each candidate for director or supervisor shall be proposed as a separate item.</p>	<p>Article 8770 Where the shareholders’ meeting intends to deliberate on the election of directors and supervisors, the notice of the shareholders’ meeting shall fully disclose the detailed information of the candidates for directors and supervisors, including at least the following:</p> <p>(I) Personal background, including educational background, work experience, and concurrent positions;</p> <p>(II) Whether there are any related party relationships with our Bank or its controlling shareholders and actual controllers;</p> <p>(III) Disclosure of the number of shares held in our Bank;</p> <p>(IV) Whether they have been subject to penalties by the securities regulatory authority under the State Council or other relevant departments, or disciplinary actions by the stock exchange.</p> <p>Except when directors and supervisors are elected by cumulative voting, each candidate for director or supervisor shall be proposed as a separate item.</p>

Original Article	Revised Article
<p>Article 88 When convening an annual general meeting of shareholders, our Bank shall notify all shareholders entitled to attend the meeting of the time, place, and matters to be deliberated at least twenty Hong Kong business days prior to the meeting. When convening an extraordinary general meeting of shareholders, our Bank shall notify all shareholders entitled to attend the meeting of the time, place, and matters to be deliberated at least ten Hong Kong business days or fifteen days (whichever is longer) prior to the meeting.</p>	<p>Article 88⁷¹ When convening an annual general meeting, our Bank shall notify each shareholder entitled to attend the meeting <u>in writing</u> of the time, place, and matters to be considered at least twenty Hong Kong business days prior to the meeting. When convening an extraordinary general meeting, our Bank shall notify each shareholder entitled to attend the meeting <u>in writing</u> of the time, place, and matters to be considered at least ten Hong Kong business days or fifteen days (whichever is longer) prior to the meeting.</p>
<p>Article 89 Notice of a shareholders' meeting shall be delivered to shareholders entitled to attend (regardless of whether they have voting rights at the meeting) by personal delivery or prepaid mail, with the address of the recipient being the address registered in the register of members. For shareholders of domestically listed shares, notice of the shareholders' meeting shall be given by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. Upon publication, all shareholders of domestically listed shares shall be deemed to have received notice of the relevant shareholders' meeting.</p> <p>Subject to compliance with laws, regulations, departmental rules, normative documents, and relevant regulatory requirements, our Bank may also issue notices of shareholders' meetings to H-share shareholders through our Bank's website and the Hong Kong Stock Exchange website, in lieu of personal delivery or delivery by prepaid mail.</p>	<p>Article 89⁷² Notice of a shareholders' meeting shall <u>could</u> be delivered to shareholders entitled to attend (regardless of whether they have voting rights at the meeting) by personal delivery or prepaid mail, with the address of the recipient being the address registered in the register of members. For shareholders of domestically listed shares, notice of the shareholders' meeting shall be given by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published <u>on the website of the stock exchange</u> and in one or more newspapers designated by <u>media meeting the conditions stipulated by the</u> securities regulatory authority of the State Council. Upon publication, all shareholders of domestically listed shares shall be deemed to have received notice of the relevant shareholders' meeting.</p> <p>Subject to compliance with laws, regulations, departmental rules, normative documents, and relevant regulatory requirements, our Bank may also issue notices of shareholders' meetings to H-share shareholders through our Bank's website and the Hong Kong Stock Exchange website, <u>or other methods permitted under the Hong Kong Listing Rules</u>, in lieu of personal delivery or delivery by prepaid mail.</p>

Original Article	Revised Article
<p>Article 90 After a notice of a shareholders’ meeting has been issued, the meeting shall not be postponed or canceled without justifiable reasons, and the proposals listed in the notice shall not be withdrawn. In the event of postponement or cancellation, the convener shall announce the reason at least two business days prior to the originally scheduled date.</p>	<p>Article 9073 After a notice of a shareholders’ meeting has been issued, the meeting shall not be postponed or canceled without justifiable reasons, and the proposals listed in the notice shall not be withdrawn. In the event of postponement or cancellation, the convener shall announce the reason at least two business days prior to the originally scheduled date.</p>
<p>Section V Convening of Shareholders’ Meetings</p>	<p>Section VI Convening of Shareholders’ Meetings</p>
<p>Article 91 The Board of Directors and other conveners shall take necessary measures to ensure the normal order of the shareholders’ meeting. Any acts that disrupt the shareholders’ meeting, provoke disturbances, or infringe upon the lawful rights and interests of shareholders shall be stopped, and the relevant authorities shall be promptly notified for investigation and handling.</p> <p>All shareholders registered on the record date (including preferred shareholders whose voting rights have been restored) or their proxies shall have the right to attend the shareholders’ meeting and exercise their voting rights in accordance with relevant laws, regulations, and these Articles of Association.</p> <p>Any shareholder entitled to attend and vote at the shareholders’ meeting may appoint one or more persons (who need not be shareholders) as their shareholder proxy to attend and vote on their behalf. Such shareholder proxy may exercise the following rights in accordance with the shareholder’s authorization:</p> <p>(I) The shareholder’s right to speak at the shareholders’ meeting;</p> <p>(II) To request a vote by ballot, either individually or jointly with others;</p> <p>(III) Exercise voting rights by a show of hands or by ballot; provided that where more than one proxy is appointed, such proxies may only exercise voting rights by ballot.</p>	<p>Article 9174 The Board of Directors and other conveners shall take necessary measures to ensure the normal order of the shareholders’ meeting. Any acts that disrupt the shareholders’ meeting, provoke disturbances, or infringe upon the lawful rights and interests of shareholders shall be stopped, and the relevant authorities shall be promptly notified for investigation and handling.</p> <p>All shareholders registered on the record date (including preferred shareholders whose voting rights have been restored) or their proxies shall have the right to attend the shareholders’ meeting and exercise their voting rights in accordance with relevant laws, regulations, and these Articles of Association.</p> <p>Any shareholder entitled to attend and vote at the shareholders’ meeting may appoint one or more persons (who need not be shareholders) as their shareholder proxy to attend and vote on their behalf. Such shareholder proxy may exercise the following rights in accordance with the shareholder’s authorization:</p> <p>(I) The shareholder’s right to speak at the shareholders’ meeting;</p> <p>(II) To request a vote by ballot, either individually or jointly with others;</p> <p>(III) Exercise voting rights by a show of hands or by ballot; provided that where more than one proxy is appointed, such proxies may only exercise voting rights by ballot.</p>

Original Article	Revised Article
<p>Article 92 Individual shareholders attending meetings in person shall present their personal identification card or other valid documents or certificates proving their identity, along with their stock account card. Shareholders attending meetings through a proxy shall present their valid identification documents and a shareholder authorization letter.</p> <p>Corporate shareholders shall be represented at the meeting by their legal representative or an agent authorized by the legal representative. When the legal representative attends the meeting, they shall present their ID card and valid proof of their legal representative status. When an agent attends the meeting, the agent shall present their ID card and a written power of attorney issued in accordance with the law by the legal representative of the corporate shareholder.</p>	<p>Article 92⁷⁵ Individual shareholders attending meetings in person shall present their personal identification card or other valid documents or certificates proving their identity, along with their stock account card. Shareholders attending meetings through a proxy shall present their valid identification documents and a shareholder authorization letter.</p> <p>Corporate shareholders shall be represented at the meeting by their legal representative or an agent authorized by the legal representative. When the legal representative attends the meeting, they shall present their ID card and valid proof of their legal representative status. When an agent attends the meeting, the agent shall present their ID card and a written power of attorney issued in accordance with the law by the legal representative of the corporate shareholder.</p>
<p>Article 93 Shareholders shall authorize agents in writing, signed by the principal or by an agent authorized in writing by the principal. Where the principal is a legal entity, the authorization shall bear the legal entity seal or be signed by its legal representative, director, or formally appointed agent. Where the principal is a domestic legal entity shareholder, the authorization shall additionally bear the legal entity seal.</p>	<p>Article 93 Shareholders shall authorize agents in writing, signed by the principal or by an agent authorized in writing by the principal. Where the principal is a legal entity, the authorization shall bear the legal entity seal or be signed by its legal representative, director, or formally appointed agent. Where the principal is a domestic legal entity shareholder, the authorization shall additionally bear the legal entity seal.</p>

Original Article	Revised Article
<p>Article 94 A proxy voting authorization form shall be made available at our Bank's registered office or at any other location specified in the notice convening the meeting at least twenty-four hours prior to the commencement of the relevant meeting for which the authorization applies, or at least twenty-four hours prior to the designated voting time. Where the proxy is authorized by the principal to be signed by another person, the power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document shall be made available simultaneously with the proxy at our Bank's registered office or at such other place as specified in the notice convening the meeting.</p> <p>Where the proxy holder is a legal person, its legal representative or a person authorized by a resolution of its board of directors or other decision-making body shall attend our Bank's shareholders' meeting as its representative.</p> <p>If the shareholder is a recognized clearing house (or its agent) as defined by the relevant regulations enacted from time to time in Hong Kong, such shareholder may authorize one or more persons deemed appropriate to act as its representative at any general meeting or any class meeting of shareholders; however, if more than one person is authorized, the authorization document shall specify the number and class of shares covered by the authorization for each such person, and the authorization document shall be signed by an authorized officer of the recognized clearing house. The authorized person may attend the meeting on behalf of the recognized clearing house (or its agent) (without presenting share certificates, subject to notarized authorization and/or further evidence confirming formal authorization) and exercise rights as if such person were an individual shareholder of our Bank.</p>	<p>Article 94⁹⁴⁷⁶ A proxy voting authorization form shall be made available at our Bank's registered office or at any other location specified in the notice convening the meeting at least twenty-four hours prior to the commencement of the relevant meeting for which the authorization applies, or at least twenty-four hours prior to the designated voting time. Where the proxy is authorized by the principal to be signed by another person, the power of attorney or other authorization document shall be notarized. The notarized power of attorney or other authorization document shall be made available simultaneously with the proxy at our Bank's registered office or at such other place as specified in the notice convening the meeting.</p> <p>Where the proxy holder is a legal person, its legal representative or a person authorized by a resolution of its board of directors or other decision-making body shall attend our Bank's shareholders' meeting as its representative.</p> <p>If the shareholder is a recognized clearing house (or its agent) as defined by the relevant regulations enacted from time to time in Hong Kong, such shareholder may authorize one or more persons deemed appropriate to act as its representative at any general meeting or any class meeting of shareholders <u>or any creditors' meeting</u>; however, if more than one person is authorized, the authorization document shall specify the number and class of shares covered by the authorization for each such person, and the authorization document shall be signed by an authorized officer of the recognized clearing house. The authorized person may attend the meeting on behalf of the recognized clearing house (or its agent) (without presenting share certificates, subject to notarized authorization and/or further evidence confirming formal authorization) and exercise rights as if such person were an individual shareholder of our Bank.</p>

Original Article	Revised Article
<p>Article 95 Any form of proxy issued by our Bank’s Board of Directors to shareholders for appointing a shareholder proxy shall allow shareholders to freely choose to instruct the shareholder proxy to vote in favor, against, or abstain, and shall provide separate instructions for each matter to be voted on at the meeting. The form shall also state the proxy’s name, whether they have voting rights, the date of issuance, and the validity period of the proxy. The proxy form shall state whether the proxy may vote at his or her discretion if the shareholder does not provide instructions.</p>	<p>Article 9577 Any form of proxy issued by our Bank’s Board of Directors to shareholders for appointing a shareholder proxy shall allow shareholders to freely choose to instruct the shareholder proxy to vote in favor, against, or abstain, and shall provide separate instructions for each matter to be voted on at the meeting. The form shall also state the proxy’s name, whether they have voting rights, the date of issuance, and the validity period of the proxy. The proxy form shall state whether the proxy may vote at his or her discretion if the shareholder does not provide instructions.</p> <p><u>A shareholder’s authorization letter appointing another person to attend the shareholders’ meeting shall contain the following information:</u></p> <p><u>(I) The name or title of the principal, and the type and quantity of shares held in our Bank;</u></p> <p><u>(II) The name of the proxy;</u></p> <p><u>(III) Specific instructions from shareholders, including instructions as to whether to vote for “for” or “against” or “abstained” from voting on, each item on the agenda of the general meeting as an item for consideration thereat, etc.;</u></p> <p><u>(IV) The date of issuance and terms of validity of the instrument of appointment;</u></p> <p><u>(V) The signature (or seal) of the principal. Where the principal is a corporate shareholder, the corporate seal shall be affixed.</u></p>
<p>Article 97 Our Bank shall be responsible for preparing the meeting register for persons attending the shareholders’ meeting. The meeting register shall record the name (or entity name), ID number, residential address, number of shares held or represented with voting rights, and name (or entity name) of the proxy for each person attending the shareholders’ meeting.</p>	<p>Article 9779 Our Bank shall be responsible for preparing the meeting register for persons attending the shareholders’ meeting. The meeting register shall record the name (or entity name), ID number, residential address, number of shares held or represented with voting rights, and name (or entity name) of the proxy for each person attending the shareholders’ meeting.</p>

Original Article	Revised Article
<p>Article 99 For shareholders’ meetings convened by the Board of Directors, the Chairman shall preside over the meeting. If the Chairman is unable or fails to perform his duties, the Vice Chairman shall preside in order of seniority. If the Vice Chairman is unable or fails to perform his duties, a director jointly elected by half of the directors shall preside over the meeting. Where no chairperson is designated, the shareholders present at the meeting may elect one person to serve as chairperson. If, for any reason, the shareholders are unable to elect a chairperson, the shareholder (including shareholder proxies) holding the largest number of voting shares present at the meeting shall serve as chairperson.</p> <p>For a shareholders’ meeting convened by the Board of Supervisors, the Chairperson of the Board of Supervisors shall preside over the meeting. If the Chairperson of the Board of Supervisors is unable to perform his/her duties or fails to perform them, the Vice Chairperson of the Board of Supervisors shall act in his/her stead. If the Vice Chairperson of the Board of Supervisors is unable to perform his/her duties or fails to perform them, a supervisor jointly elected by a majority of the supervisors shall preside over the meeting.</p> <p>For a shareholders’ meeting convened by shareholders themselves, the convener shall appoint a representative to serve as the chairperson and preside over the meeting.</p> <p>If the chairperson violates the rules of procedure during a shareholders’ meeting, preventing its continuation, the meeting may elect another person to serve as chairperson and continue the proceedings, provided that such election is approved by shareholders present at the meeting holding a majority of the voting rights.</p>	<p>Article 9981 For shareholders’ meetings convened by the Board of Directors, the Chairman shall preside over the meeting. If the Chairman is unable or fails to perform his duties, the Vice Chairman shall preside in order of seniority. If the Vice Chairman is unable or fails to perform his duties, a director jointly elected by half of the <u>a majority of</u> directors shall preside over the meeting. Where no chairperson is designated, the shareholders present at the meeting may elect one person to serve as chairperson. If, for any reason, the shareholders are unable to elect a chairperson, the shareholder (including shareholder proxies) holding the largest number of voting shares present at the meeting shall serve as chairperson.</p> <p>For a shareholders’ meeting convened by the Board of Supervisors <u>Audit Committee</u>, the Chairperson of the Board of Supervisors <u>Audit Committee</u> shall preside over the meeting. If the Chairperson of the Board of Supervisors is unable to perform his/her duties or fails to perform them, the Vice Chairperson of the Board of Supervisors <u>Audit Committee</u> shall act in his/her stead. If the Vice Chairperson of the Board of Supervisors <u>Audit Committee</u> is unable to perform his/her duties or fails to perform them, a supervisor <u>member of Audit Committee</u> jointly elected by a majority of the supervisors <u>member of the Audit Committee</u> shall preside over the meeting.</p> <p>For a shareholders’ meeting convened by shareholders themselves, the convener shall <u>preside or</u> appoint a representative to serve as the chairperson and preside over the meeting.</p> <p>If the chairperson violates the rules of procedure during a shareholders’ meeting, preventing its continuation, the meeting may elect another person to serve as chairperson and continue the proceedings, provided that such election is approved by shareholders present at the meeting holding a majority of the voting rights.</p>

Original Article	Revised Article
<p>Article 100 Our Bank shall formulate rules of procedure for the shareholders’ meetings, detailing the procedures for holding and voting at the meeting, including notice, registration, consideration of proposals, voting, ballot counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, public announcements, and the principles for authorizing the Board of Directors by the shareholders’ meeting. The scope of authorizations shall be clearly defined and specific.</p>	<p>Article 100<u>82</u> Our Bank shall formulate rules of procedure for—the shareholders’ meeting, detailing the procedures for <u>convening</u>, holding, and voting at the meeting, including notice, registration, consideration of proposals, voting, ballot counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, public announcements, and the principles for authorizing the Board of Directors by the shareholders’ meeting. The scope of authorizations shall be clearly defined and specific.</p>
<p>Article 101 All directors, supervisors, and the board secretary of our Bank shall attend the shareholders’ meeting. Other senior management personnel shall attend as non-voting participants.</p> <p>At the annual shareholders’ meeting, the Board of Directors and the Board of Supervisors shall report to the shareholders’ meeting on their work over the past year. Each independent director shall also deliver a work report.</p> <p>Directors, supervisors, and senior management personnel shall provide explanations and clarifications to shareholders’ inquiries and suggestions at the shareholders’ meeting.</p>	<p>Article 101<u>83</u> All—directors, supervisors, and the board secretary of our Bank shall attend the shareholders’ meeting. Other senior management personnel shall attend as non-voting participants. <u>When the shareholders’ meeting requires directors and senior management to attend, they shall attend the meeting and be available to receive inquiries from shareholders.</u></p> <p>At the annual shareholders’ meeting, the Board of Directors and the Board of Supervisors<u>Audit Committee</u> shall report to the shareholders’ meeting on their work over the past year. Each independent director shall also deliver a work report.</p> <p>Directors, supervisors, and senior management personnel shall provide explanations and clarifications to shareholders’ inquiries and suggestions at the shareholders’ meeting.</p>

Original Article	Revised Article
<p align="center">Section VI Voting and Resolutions at Shareholders' Meetings</p>	<p align="center">Section VI-VII Voting and Resolutions at Shareholders' Meetings</p>
<p>Article 102 Shareholders (including shareholder proxies) shall exercise voting rights in proportion to the number of voting shares they represent, with each share entitled to one vote. However, shares held by our Bank itself shall not carry voting rights, and such shares shall not be counted toward the total number of voting shares present at the shareholders' meeting.</p> <p>When the shareholders' meeting deliberates on major matters affecting the interests of small and medium-sized investors, the votes of such investors shall be counted separately. The results of the separate vote count shall be disclosed promptly.</p> <p>Our Bank's Board of Directors, independent directors, and shareholders meeting relevant qualification requirements may publicly solicit shareholder votes. When soliciting votes, specific voting intentions and other relevant information shall be fully disclosed to the solicited shareholders. Soliciting shareholder votes through compensation or disguised compensation is prohibited. Our Bank shall not impose minimum shareholding thresholds for vote solicitation.</p>	<p>Article 102⁸⁴ Shareholders (including shareholder proxies) shall exercise voting rights in proportion to the number of voting shares they represent, with each share carrying one vote, <u>except for holders of class shares</u>. However, shares held by our Bank itself shall not carry voting rights, and such shares shall not be counted toward the total number of voting shares present at the shareholders' meeting.</p> <p>When the shareholders' meeting deliberates on major matters affecting the interests of small and medium-sized investors, the votes of such investors shall be counted separately. The results of the separate vote count shall be disclosed promptly.</p> <p><u>Where a shareholder purchases voting shares of our Bank in violation of the Paragraphs 1 and 2 of Article 63 of the "Securities Law", the portion of voting shares that have been purchased exceeding the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months following the purchase and shall not be included in the total number of voting shares present at the shareholders' meeting.</u></p> <p>Our Bank's Board of Directors, independent directors, and shareholders <u>holding more than one percent of voting shares, or investor protection institutions established in accordance with laws, administrative regulations, or the provisions of the China Securities Regulatory Commission, may publicly solicit shareholder votes meeting relevant qualification requirements may publicly solicit shareholder votes</u>. When soliciting votes, specific voting intentions and other relevant information shall be fully disclosed to the solicited shareholders. Soliciting shareholder votes through compensation or disguised compensation is prohibited. <u>Except as provided by law, o</u>Our Bank shall not impose minimum shareholding thresholds for vote solicitation.</p>

Original Article	Revised Article
<p>Article 103 While ensuring the legality and validity of the shareholders' meeting, our Bank shall prioritize providing modern information technology means, such as online voting platforms, through various methods and channels to facilitate shareholder participation in the shareholders' meeting.</p>	<p>Article 403⁸⁵ While ensuring the legality and validity of the shareholders' meeting, our Bank shall prioritize providing modern information technology means, including such as online voting platforms, through various <u>secure, economical, and convenient online or other</u> methods and channels to facilitate shareholder participation in the shareholders' meeting.</p>
<p>Article 104 Resolutions of the shareholders' meeting shall be classified as ordinary resolutions or special resolutions.</p> <p>An ordinary resolution of the shareholders' meeting shall be adopted by a majority vote of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.</p> <p>Special resolutions of the shareholders' meeting shall be adopted by a vote of more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.</p>	<p>Article 404⁸⁶ Resolutions of the shareholders' meeting shall be classified as ordinary resolutions or special resolutions.</p> <p>An ordinary resolution of the shareholders' meeting shall be adopted by a majority vote of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.</p> <p>Special resolutions of the shareholders' meeting shall be adopted by a vote of more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.</p>

Original Article	Revised Article
<p>Article 105 The following matters shall be approved by an ordinary resolution of the shareholders' meeting:</p> <p>(I) Determining our Bank's business policies and investment plans;</p> <p>(II) Election and replacement of directors, and determination of matters concerning directors' remuneration;</p> <p>(III) Electing and replacing shareholder-appointed supervisors and external supervisors, and determining matters concerning the remuneration of supervisors;</p> <p>(IV) Approval of the Board of Directors' report;</p> <p>(V) Approval of the report of the Board of Supervisors;</p> <p>(VI) Approve our Bank's annual financial budget and final accounts;</p> <p>(VII) Approving our Bank's profit distribution and loss compensation plans;</p> <p>(VIII) Resolving on the engagement, dismissal, or non-renewal of our Bank's accounting firm;</p> <p>(IX) Other matters not required by laws, regulations, or these Articles of Association to be adopted by special resolution.</p>	<p>Article 105⁸⁷ The following matters shall be adopted by ordinary resolution of the shareholders' meeting:</p> <p>(I) Determining our Bank's business policies and investment plans;</p> <p>(H) Electing and replacing directors <u>other than employee directors</u>, and determining matters concerning directors' compensation;</p> <p>(III) Electing and replacing shareholder-appointed supervisors and external supervisors, and determining matters concerning the remuneration of supervisors;</p> <p>(IV) Approval of the Board of Directors' report;</p> <p>(V) Approval of the report of the Board of Supervisors;</p> <p>(VI) Approve our Bank's annual financial budget and final accounts;</p> <p>(VIII) Approve our Bank's profit distribution and loss compensation plan;</p> <p>(VIII) Resolving on the engagement, dismissal, or non-renewal of our Bank's accounting firm;</p> <p>(IX) Matters not otherwise required to be adopted by special resolution under laws, <u>administrative regulations, or these</u> Articles of Association.</p>

Original Article	Revised Article
<p>Article 106 The following matters shall be adopted by the shareholders' meeting through a special resolution:</p> <p>(I) Increasing or decreasing our Bank's registered capital;</p> <p>(II) Issuance of shares or bonds by our Bank that serve to supplement its capital;</p> <p>(III) Merger, division, dissolution, or liquidation of our Bank;</p> <p>(IV) Amendment of these Articles of Association;</p> <p>(V) Review of equity incentive plans;</p> <p>(VI) Deliberation on our Bank's purchase or sale of major assets in non-commercial banking operations within one year, or guarantees for non-commercial banking operations exceeding thirty percent of our Bank's most recent audited total assets;</p> <p>(VII) Other matters stipulated by laws, regulations, normative documents, relevant provisions of the securities regulatory authority where our Bank's shares are listed, this Articles of Association, or determined by the shareholders' meeting through an ordinary resolution to have a significant impact on our Bank and requiring approval by a special resolution.</p>	<p>Article 10688 The following matters shall be approved by the shareholders' meeting through a special resolution:</p> <p>(I) Increasing or decreasing our Bank's registered capital;</p> <p>(II) Issuance <u>of shares or bonds or other securities by our Bank that serve to supplement capital, or listing thereof, or authorization of the Board of Directors to resolve on specific matters concerning the issuance of bonds by our Bank;</u></p> <p>(III) Merger, division, <u>spin-off, dissolution, liquidation, or change of corporate form of our Bank;</u></p> <p>(IV) Amendment of these Articles of Association;</p> <p><u>(V) Removal of independent directors;</u></p> <p><u>(VI) Reviewing equity incentive plans;</u></p> <p><u>(VII) Reviewing matters where our Bank purchases or sells significant assets in non-commercial banking operations within one year, or where the guarantee amount for non-commercial banking operations exceeds thirty percent of our Bank's most recent audited total assets;</u></p> <p><u>(VIII) Authorizing the Board of Directors to decide within three years to issue shares not exceeding fifty percent of the issued shares;</u></p> <p><u>(VIX) Other matters stipulated by laws, regulations, normative documents, relevant regulatory requirements of the securities regulatory authority where our Bank's shares are listed, these Articles of Association, or determined by the shareholders' meeting through an ordinary resolution to have a material impact on our Bank and requiring approval by a special resolution.</u></p>

Original Article	Revised Article
<p>Article 107 When the shareholders' meeting deliberates on matters related to related-party transactions, related shareholders shall not participate in the voting, and the number of shares with voting rights represented by them shall not be included in the total valid votes. The announcement of the shareholders' meeting resolution shall fully disclose the voting results of non-related shareholders.</p>	<p>Article 107⁸⁹ When the shareholders' meeting deliberates on matters related to related-party transactions, related shareholders shall not participate in the voting, and the number of shares with voting rights represented by them shall not be included in the total valid votes. The announcement of the shareholders' meeting resolution shall fully disclose the voting situation of non-related shareholders.</p>
<p>Article 108 Nominations for directors and supervisors shall be submitted to the shareholders' meeting for voting in the form of a proposal.</p> <p>When voting on the election of directors and supervisors at a shareholders' meeting, cumulative voting may be implemented in accordance with the provisions of these Articles of Association or resolutions of the shareholders' meeting.</p> <p>When deliberating on proposals for the election of directors and supervisors, the shareholders' meeting shall vote on each candidate individually. The board of directors shall disclose the resumes and basic information of the candidate directors and supervisors to the shareholders.</p>	<p>Article 108⁹⁰ Nominations for The lists of candidates of directors and supervisors shall be submitted to the shareholders' meeting for voting in the form of a proposal.</p> <p>When voting on the election of directors and supervisors at a shareholders' meeting, cumulative voting may be implemented in accordance with the provisions of these Articles of Association or resolutions of the shareholders' meeting.</p> <p><u>When electing two or more independent directors, the shareholders' meeting shall implement cumulative voting.</u></p> <p>When deliberating on proposals for the election of directors and supervisors, the shareholders' meeting shall vote on each candidate individually. The board of directors shall disclose the resumes and basic information of the candidate directors and supervisors to the shareholders.</p>
<p>Article 109 Except for the cumulative voting system, the shareholders' meeting shall vote on all proposals individually. Where different proposals exist on the same matter, voting shall proceed in the order in which the proposals were submitted. Except where the shareholders' meeting is suspended or unable to adopt resolutions due to force majeure or other special reasons, the shareholders' meeting shall not defer or fail to vote on any proposal.</p>	<p>Article 109⁹¹ Except for the cumulative voting system, the shareholders' meeting shall vote on all proposals individually. Where different proposals exist on the same matter, voting shall proceed in the order in which the proposals were submitted. Except where the shareholders' meeting is suspended or unable to adopt resolutions due to force majeure or other special reasons, the shareholders' meeting shall not defer or fail to vote on any proposal.</p>

Original Article	Revised Article
<p>Article 110 When deliberating proposals at a shareholders' meeting, no amendments shall be made to the proposals. Otherwise, the relevant changes shall be deemed a new proposal and shall not be voted on at that shareholders' meeting.</p>	<p>Article 11092 When deliberating proposals at a shareholders' meeting, no amendments shall be made to the proposals. Otherwise, the relevant <u>If changed, it shall</u> be deemed a new proposal and shall not be voted on at that shareholders' meeting.</p>
<p>Article 112 Except where the Chairman, acting in good faith, determines that resolutions concerning procedural or administrative matters may be voted on by a show of hands, all votes cast by shareholders at a shareholders' meeting must be conducted by a recorded vote.</p>	<p>Article 11294 Except where the Chairman, acting in good faith, determines that resolutions concerning procedural or administrative matters may be voted on by a show of hands, all votes cast by shareholders at a shareholders' meeting must be conducted by a recorded vote.</p>
<p>Article 114 Shareholders attending the shareholders' meeting shall express one of the following opinions on proposals submitted for voting: in favor, against, or abstain. Voting ballots that are blank, incorrectly filled out, illegible, or not cast shall be deemed as the voter waiving their voting rights, and the voting results for the shares held shall be counted as "abstention." When voting, shareholders (including shareholder proxies) holding two or more votes need not cast all their votes as either approval, disapproval, or abstention.</p>	<p>Article 11496 Shareholders attending the shareholders' meeting shall express one of the following opinions on proposals submitted for voting: in favor, against, or abstain. <u>This shall not apply to the securities registration and settlement institution acting as the nominee holder for stocks under the Mainland-Hong Kong Stock Connect mechanism, which shall report in accordance with the actual holder's instructions.</u></p> <p>Voting ballots that are blank, incorrectly filled out, illegible, or not cast shall be deemed as the voter waiving their voting rights, and the voting results for the shares held shall be counted as "abstention."</p> <p>When voting, shareholders (including shareholder proxies) holding two or more votes need not cast all their votes as either approval, disapproval, or abstention.</p>

Original Article	Revised Article
<p>Article 115 Before voting on a proposal at a shareholders' meeting, two shareholder representatives shall be elected to participate in counting and supervising the votes. Shareholders and their proxies with a material interest in the matter under consideration shall not participate in counting or supervising the votes.</p> <p>When voting on proposals at the shareholders' meeting, the counting and supervision of votes shall be jointly conducted by the lawyer, shareholder representatives, supervisor representatives, and other relevant persons appointed in accordance with the Hong Kong Listing Rules. The voting results shall be announced on the spot and recorded in the meeting minutes.</p> <p>Shareholders of our Bank or their proxies who vote via the internet or other means shall have the right to verify their voting results through the corresponding voting system.</p>	<p>Article 115⁹⁷ Before voting on a proposal at a shareholders' meeting, two shareholder representatives shall be elected to participate in counting and supervising the votes. Shareholders and their proxies with a material-conflict interest in the matter under consideration shall not participate in counting or supervising the votes.</p> <p>When voting on proposals at the shareholders' meeting, the counting and supervision of votes shall be jointly conducted by the lawyer, shareholder representatives, supervisor representatives, and other relevant persons appointed in accordance with the Hong Kong Listing Rules. The voting results shall be announced on the spot and recorded in the meeting minutes.</p> <p>Shareholders of our Bank or their proxies who vote via the internet or other means shall have the right to verify their voting results through the corresponding voting system.</p>
<p>Article 117 The on-site general meeting shall not conclude earlier than the online or other voting methods. The chairperson shall announce the voting status and results for each proposal and declare whether the proposal is passed based on the voting results. Such determination shall be final and shall be recorded in the meeting minutes.</p> <p>Prior to the formal announcement of poll results, all relevant parties involved in the on-site, online, and other voting methods—including our Bank, vote counters, vote scrutineers, major shareholders, and online service providers—shall bear confidentiality obligations regarding the voting situation.</p>	<p>Article 117⁹⁹ The on-site shareholders' meeting shall not conclude. The on-site general meeting shall not conclude earlier than the online or other voting methods. The chairperson shall announce the voting status and results for each proposal and declare whether the proposal is passed based on the voting results. Such determination shall be final and shall be recorded in the meeting minutes.</p> <p>Prior to the formal announcement of poll results, all relevant parties involved in the on-site, online, and other voting methods—including our Bank, vote counters, vote scrutineers, major-shareholders, and online service providers—shall bear confidentiality obligations regarding the voting situation.</p>

Original Article	Revised Article
<p>Article 118 If the chairperson of the meeting has any doubts regarding the results of a resolution submitted for voting, they may conduct a recount of the votes cast. If the chairperson does not conduct a recount, any shareholder or shareholder proxy present at the meeting who objects to the chairperson's announced results shall have the right to immediately request a recount upon the announcement, and the chairperson shall conduct the recount promptly.</p>	<p>Article 118100 If the chairperson of the meeting has any doubts regarding the results of a resolution submitted for voting, they may <u>organize a vote counting</u>conduct a recount of the votes cast. If the chairperson does not conduct a recount, any shareholder or shareholder proxy present at the meeting who objects to the chairperson's announced results shall have the right to immediately request a recount upon the announcement, and the chairperson shall conduct the recount promptly.</p>
<p>Article 119 If a vote count is conducted at a shareholders' meeting, the results of the vote count shall be recorded in the meeting minutes.</p> <p>The minutes, together with the attendance register of members and the proxy documents of proxy attendees, shall be kept at the registered office of the Company.</p>	<p>Article 119101 If a vote count is conducted at a shareholders' meeting, the results of the vote count shall be recorded in the meeting minutes.</p> <p>The minutes, together with the attendance register of members and the proxy documents of proxy attendees, shall be kept at the registered office of the Company.</p>
<p>Article 120 Resolutions of the shareholders' meeting shall be announced in a timely manner in accordance with the requirements of the relevant regulatory authorities. The announcement shall specify the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and the proportion of our Bank's total shares with voting rights, the voting method, the voting results for each proposal, and the detailed content of each resolution passed.</p>	<p>Article 120102 Resolutions of the shareholders' meeting shall be announced in a timely manner in accordance with the requirements of the relevant regulatory authorities. The announcement shall specify the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held and the proportion of our Bank's total shares with voting rights, the voting method, the voting results for each proposal, and the detailed content of each resolution passed.</p>
<p>Article 121 Where a proposal is not passed, or where this shareholders' meeting amends the resolution of the previous shareholders' meeting, a special notice shall be included in the announcement of the shareholders' meeting resolution.</p>	<p>Article 121103 Where a proposal is not passed, or where this shareholders' meeting amends the resolution of the previous shareholders' meeting, a special notice shall be included in the announcement of the shareholders' meeting resolution.</p>

Original Article	Revised Article
<p>Article 123 The shareholders’ meeting shall implement a lawyer witness system, and the lawyer shall issue a legal opinion on the following matters and announce it:</p> <p>(I) Whether the procedures for convening and holding the meeting comply with laws, regulations, and these Articles of Association;</p> <p>(II) Whether the qualifications of attendees and the convener are legally valid;</p> <p>(III) Whether the voting procedures and results of the meeting are lawful and valid;</p> <p>(IV) Legal opinions on other relevant matters requested by our Bank.</p>	<p>Article 123<u>105</u> The shareholders’ meeting <u>held by our Bank will</u>shall <u>implement a lawyer witness system, and the lawyer shall issue a legal opinion on the following matters and announce it: retain legal counsel to issue a legal opinion on the following matters and make a public announcement:</u></p> <p>(I) Whether the procedures for convening and holding the meeting comply with laws, <u>administrative regulations, and regulations of</u> these Articles of Association;</p> <p>(II) Whether the qualifications of attendees and the convener are legally valid;</p> <p>(III) Whether the voting procedures and results of the meeting are lawful and valid;</p> <p>(IV) Legal opinions on other relevant matters requested by our Bank.</p>
<p>Article 124 Shareholders’ meetings shall have meeting resolutions and meeting minutes. Directors and the chairperson present at the meeting shall sign the meeting resolutions. Directors, supervisors, the secretary to the Board, the convener or their representative, and the chairperson present at the meeting shall sign the meeting minutes. The convener shall ensure the authenticity, accuracy, and completeness of the minutes. Meeting resolutions and minutes shall be permanently archived by our Bank together with the signature register of shareholders present in person, proxy authorizations for proxy attendance, and valid data on voting conducted via online or other means.</p>	<p>Article 124<u>106</u> Shareholders’ meetings shall have meeting resolutions and meeting minutes. Directors and the chairperson present at or attend the meeting shall sign the meeting resolutions. Directors, supervisors, the secretary to the Board, the convener or their representative, and the chairperson present at the meeting shall sign the meeting minutes. The convener shall ensure the authenticity, accuracy, and completeness of the minutes. Meeting resolutions and minutes shall be permanently archived by our Bank together with the signature register of shareholders present in person, proxy authorizations for proxy attendance, and valid data<u>material</u> on voting conducted via online or other means.</p>

Original Article	Revised Article
<p>Article 125 The secretary to the Board shall be responsible for the minutes of the shareholders’ meeting. The minutes shall record the following:</p> <p>(I) The date, time, location, agenda, and name or title of the convener;</p> <p>(II) The name and title of the meeting chairperson, as well as the names and titles of directors, supervisors, and senior management attending or observing the meeting;</p> <p>(III) The number of shareholders and proxies present, the total number of shares with voting rights held, and the proportion of our Bank’s total shares with voting rights;</p> <p>(IV) The deliberation process, key points of discussion, and voting results for each proposal;</p> <p>(V) Shareholders’ inquiries, suggestions, and corresponding responses or explanations;</p> <p>(VI) Names of attorneys, vote counters, and vote supervisors;</p> <p>(VII) Any other matters deemed necessary by the shareholders’ meeting or required by these Articles of Association to be included in the meeting minutes.</p>	<p>Article 125<u>107</u> The secretary to the Board shall be responsible for the minutes of the shareholders’ meeting. The minutes shall record the following:</p> <p>(I) The date, time, location, agenda, and name or title of the convener;</p> <p>(II) The name and title of the meeting chairperson, as well as the names and titles of directors,—supervisors, and senior management attending or observing the meeting;</p> <p>(III) The number of shareholders and proxies present, the total number of shares with voting rights held, and the proportion of our Bank’s total shares with voting rights;</p> <p>(IV) The deliberation process, key points of discussion, and voting results for each proposal;</p> <p>(V) Shareholders’ inquiries, suggestions, and corresponding responses or explanations;</p> <p>(VI) Names of attorneys, vote counters, and vote supervisors;</p> <p>(VII) Any other matters deemed necessary by the shareholders’ meeting or required by these Articles of Association to be included in the meeting minutes.</p>
<p>Article 126 The convener shall ensure the continuous conduct of the shareholders’ meeting until a final resolution is formed. Where the meeting is suspended or unable to adopt resolutions due to force majeure or other special circumstances, necessary measures shall be taken to promptly resume the meeting or directly terminate the session, with timely public announcement. Concurrently, the convener shall report to the local branch of the State Council’s securities regulatory authority and the securities exchange where the company is located.</p>	<p>Article 126<u>108</u> The convener shall ensure the continuous conduct of the shareholders’ meeting until a final resolution is formed. Where the meeting is suspended or unable to adopt resolutions due to force majeure or other special circumstances, necessary measures shall be taken to promptly resume the meeting or directly terminate the session, with timely public announcement. Concurrently, the convener shall report to the local branch of the State Council’s securities regulatory authority and the securities exchange where the company is located.</p>

Original Article	Revised Article
<p>Article 127 Where the shareholders' meeting passes a proposal concerning cash dividends, bonus shares, or capitalization of capital reserves, our Bank shall implement the specific plan within two months after the conclusion of the shareholders' meeting.</p>	<p>Article 127<u>109</u> Where the shareholders' meeting passes a proposal concerning cash dividends, bonus shares, or capitalization of capital reserves, our Bank shall implement the specific plan within two months after the conclusion of the shareholders' meeting.</p>
<p>Chapter VII Special Procedures for Class Shareholder Voting</p>	<p>Chapter VII Special Procedures for Class Shareholder Voting</p>
<p>Article 128 Shareholders holding different types of shares shall be classified shareholders.</p>	<p>Article 128<u>110</u> Shareholders holding different types<u>classes</u> of shares shall be classified shareholders.</p>
<p>Article 129 Our Bank may only alter or abolish the rights of class shareholders upon passing a special resolution at the shareholders' meeting and obtaining approval from the affected class shareholders at separate meetings convened in accordance with Articles 131 to 135.</p>	<p>Article 129 Our Bank may only alter or abolish the rights of class shareholders upon passing a special resolution at the shareholders' meeting and obtaining approval from the affected class shareholders at separate meetings convened in accordance with Articles <u>113 to 117</u> 131 to 135.</p>

Original Article	Revised Article
<p>Article 131 Affected class shareholders, regardless of whether they originally had voting rights at the general meeting of shareholders, shall have voting rights at the class shareholders’ meeting when matters involving items (II) to (VIII) and (XI) to (XII) of the preceding article are concerned; however, interested shareholders shall not have voting rights at the class shareholders’ meeting.</p> <p>The meaning of “interested shareholders” referred to in the preceding paragraph is as follows:</p> <p>(I) Where our Bank issues a repurchase offer to all shareholders on an equal pro rata basis pursuant to Article 31 of these Articles of Association, or repurchases its own shares through public trading on a securities exchange, “interested shareholders” shall mean controlling shareholders as defined in Article 303 of these Articles of Association;</p> <p>(II) Where our Bank repurchases its own shares through an agreement outside the securities exchange in accordance with Article 31 of these Articles of Association, “interested shareholders” shall mean shareholders related to such agreement;</p> <p>...</p>	<p>Article 131<u>113</u> Affected class shareholders, regardless of whether they originally had voting rights at the general meeting of shareholders, shall have voting rights at the class shareholders’ meeting when matters involving items (II) to (VIII) and (XI) to (XII) of the preceding article are concerned; however, interested shareholders shall not have voting rights at the class shareholders’ meeting.</p> <p>The meaning of “interested shareholders” referred to in the preceding paragraph is as follows:</p> <p>(I) Where our Bank issues a repurchase offer to all shareholders on an equal pro rata basis pursuant to Article 31<u>29</u> of these Articles of Association, or repurchases its own shares through public trading on a securities exchange, “interested shareholders” shall mean controlling shareholders as defined in Article 303<u>264</u> of these Articles of Association;</p> <p>(II) Where our Bank repurchases its own shares through an agreement outside the securities exchange in accordance with Article 31<u>29</u> of these Articles of Association, “interested shareholders” shall mean shareholders related to such agreement;</p> <p>...</p>
<p>Article 133 When convening a class shareholders’ meeting, our Bank shall issue written notice in accordance with the notice period requirements for convening a general meeting as stipulated in these Articles of Association, informing all registered shareholders of the relevant class of shares of the matters to be considered at the meeting, as well as the date and location of the meeting.</p> <p>.....</p>	<p>Article 133<u>115</u> When convening a class shareholders’ meeting, our Bank shall issue written notice in accordance with the notice period requirements for convening a general meeting as stipulated in these Articles of Association, informing all registered shareholders of the relevant class of shares of the matters to be considered at the meeting, as well as the date and location of the meeting.</p> <p>.....</p>

Original Article	Revised Article
<p>Article 134</p> <p>Unless otherwise provided in these Articles of Association, a class shareholders' meeting shall be conducted in procedures as similar as possible to those for a general meeting of shareholders. The provisions of these Articles of Association concerning the procedures for convening a general meeting of shareholders shall apply to a class shareholders' meeting.</p>	<p>Article 134<u>116</u></p> <p>Unless otherwise provided in these Articles of Association, a class shareholders' meeting shall be conducted in procedures as similar as possible to those for a general meeting of shareholders. The provisions of these Articles of Association concerning the procedures for convening a general meeting of shareholders shall apply to a class shareholders' meeting.</p>
<p>Article 135</p> <p>The special procedures for class shareholder voting shall not apply in the following circumstances:</p> <p>(I) Where approved by a special resolution of the general meeting, our Bank issues domestic listed shares and overseas listed shares separately or simultaneously at intervals of twelve months, and the proposed number of domestic listed shares and overseas listed shares to be issued does not exceed twenty percent of the outstanding shares of that class respectively;</p> <p>...</p>	<p>Article 135<u>117</u></p> <p>The special procedures for class shareholder voting shall not apply in the following circumstances:</p> <p>(I) Where approved by a special resolution of the general meeting, our Bank issues domestic listed shares and overseas listed shares separately or simultaneously at intervals of twelve months, and the proposed number of domestic listed shares and overseas listed shares to be issued does not exceed twenty percent of the outstanding shares of that class respectively;</p> <p>.....</p>

Original Article	Revised Article
<p align="center">CHAPTER VIII DIRECTORS AND BOARD OF DIRECTORS</p>	<p align="center">Chapter VIII Directors and Board of Directors</p>
<p align="center">Section 1 Directors</p>	<p align="center">Section 1 Directors</p>
<p>Article 136 Directors of our Bank shall be natural persons elected by the Shareholders’ Meeting. Directors need not hold shares in our Bank. The procedures for director nomination and election are as follows:</p> <p>(I) Within the number of directors specified in these Articles of Association, the Nomination and Compensation Committee may propose a list of director candidates corresponding to the number of positions to be filled;</p> <p>(II) The Nomination and Compensation Committee shall conduct a preliminary review of the qualifications and eligibility of director candidates. Qualified candidates shall be submitted to the Board of Directors for deliberation. Upon approval by the Board of Directors, director candidates shall be proposed to the Shareholders’ Meeting in the form of a written proposal;</p> <p>(III) Director candidates shall make a written commitment prior to the General Meeting of Shareholders, agreeing to accept the nomination, confirming the authenticity and completeness of publicly disclosed information, and pledging to faithfully perform their duties as directors upon election;</p> <p>(IV) The Board of Directors shall disclose detailed information about the director candidates to shareholders prior to the Shareholders’ Meeting in accordance with laws, regulations, and the Articles of Association, ensuring shareholders have sufficient understanding of the candidates when voting;</p> <p>(V) The shareholders’ meeting shall vote on each director candidate individually;</p> <p>(VI) In the event of a temporary addition of directors, the nomination shall be proposed by the Nomination and Compensation Committee or by shareholders meeting the nomination criteria and submitted to the Board of Directors for deliberation. The shareholders’ meeting shall elect or replace such directors.</p>	<p>Article 136¹¹⁸ Directors of our Bank shall be natural persons elected by the Shareholders’ Meeting. Directors need not hold shares in our Bank. The procedures for director nomination and election are as follows:</p> <p>(I) Within the number of directors specified in these Articles of Association, the Nomination and Compensation Committee may propose a list of director candidates corresponding to the number of positions to be filled;</p> <p>(II) The Nomination and Compensation Committee shall conduct a preliminary review of the qualifications and eligibility of director candidates. Qualified candidates shall be submitted to the Board of Directors for deliberation. Upon approval by the Board of Directors, director candidates shall be proposed to the Shareholders’ Meeting in the form of a written proposal;</p> <p>(III) Director candidates shall make a written commitment prior to the General Meeting of Shareholders, agreeing to accept the nomination, confirming the authenticity and completeness of publicly disclosed information, and pledging to faithfully perform their duties as directors upon election;</p> <p>(IV) The Board of Directors shall disclose detailed information about the director candidates to shareholders prior to the Shareholders’ Meeting in accordance with laws, regulations, and the Articles of Association, ensuring shareholders have sufficient understanding of the candidates when voting;</p> <p>(V) The shareholders’ meeting shall vote on each director candidate individually;</p> <p>(VI) In the event of a temporary addition of directors, the nomination shall be proposed by the Nomination and Compensation Committee or by shareholders meeting the nomination criteria and submitted to the Board of Directors for deliberation. The shareholders’ meeting shall elect or replace such directors.</p>

Original Article	Revised Article
<p>Article 137 In addition to persons prohibited from serving as directors under the “<i>Company Law</i>” and the “<i>Commercial Bank Law</i>”, the following persons shall also be ineligible to serve as directors of our Bank:</p> <p>(I) Persons who have been dismissed from their positions by other commercial banks or organizations for failing to fulfill their fiduciary duties;</p> <p>(II) Individuals employed by shareholders or shareholder entities whose loans from this Bank (excluding loans secured by bank certificates of deposit or government bonds) exceed the audited net equity value of their holdings from the previous fiscal year;</p> <p>(III) Personnel employed by individuals or enterprises with overdue loans from our Bank.</p>	<p>Article 137 In addition to persons prohibited from serving as directors under the “<i>Company Law</i>” and the “<i>Commercial Bank Law</i>”, the following persons shall also be ineligible to serve as directors of our Bank:</p> <p>(I) Persons who have been dismissed from their positions by other commercial banks or organizations for failing to fulfill their fiduciary duties;</p> <p>(II) Individuals employed by shareholders or shareholder entities whose loans from this Bank (excluding loans secured by bank certificates of deposit or government bonds) exceed the audited net equity value of their holdings from the previous fiscal year;</p> <p>(III) Personnel employed by individuals or enterprises with overdue loans from our Bank.</p>

Original Article	Revised Article
<p>Article 138 Directors shall be elected or replaced by the shareholders’ meeting and may be removed from office by the shareholders’ meeting before the expiration of their term. Each term of office for directors shall be three years. Directors may be re-elected upon expiration of their term. The term of office for directors shall commence on the date of assumption of office and shall continue until the expiration of the term of the current board of directors.</p> <p>Directors may concurrently serve as the President or other senior management personnel; however, the total number of directors concurrently serving as President or other senior management personnel, together with directors serving as employee representatives, shall not exceed one-half of the total number of directors of our Bank.</p> <p>Shareholders holding individually or collectively more than three percent of our Bank’s total voting shares shall have the right to propose one candidate for shareholder director or shareholder supervisor to the shareholders’ meeting. The same shareholder and its affiliates may not simultaneously nominate candidates for both directors and supervisors. Where a director (or shareholder supervisor) nominated by the same shareholder and its affiliates is already serving in such capacity, that shareholder may not nominate candidates for director (or shareholder supervisor) again until the incumbent’s term expires or is replaced.</p>	<p>Articles 138¹¹⁹ <u>Directors not serving as employee representatives</u> shall be elected or replaced by the shareholders’ meeting and may be removed from office by the shareholders’ meeting before the expiration of their term. Each director’s term shall be three years. Directors may be re-elected upon expiration of their term. A director’s term shall commence on the date of assumption of office and shall end upon expiration of the current Board of Directors’ term.</p> <p>Directors may concurrently serve as our Bank president or other senior management personnel. However, the total number of directors concurrently serving as our Bank president or other senior management personnel, together with directors serving as employee representatives, shall not exceed one-half of the total number of directors of our Bank.</p> <p>Shareholders holding individually or <u>collectively</u> more than three percent of our Bank’s total voting shares shall have the right to propose one candidate for a shareholder non-independent director or shareholder supervisor to the shareholders’ meeting. The same shareholder and its affiliates may not simultaneously nominate candidates for both directors and supervisors. Where a candidate for director (or shareholder supervisor) nominated by the same shareholder and its affiliates is already serving as a director (or shareholder supervisor), that shareholder may not nominate another candidate for director (or shareholder supervisor) until the incumbent’s term expires or is replaced.</p>

Original Article	Revised Article
<p>Written notice of the intention to nominate a director candidate, written notice of the candidate’s willingness to accept the nomination, and relevant written materials regarding the candidate’s background shall be delivered to our Bank no earlier than the day following the issuance of the notice of the shareholders’ meeting and no later than seven days prior to the meeting.</p> <p>Subject to applicable laws and regulations, the shareholders’ meeting may remove any director before the expiration of his or her term by ordinary resolution (provided that any claims that may be asserted under any contract shall not be affected thereby).</p> <p>Shareholders holding individually or collectively one percent or more of our Bank’s total voting shares shall have the right to recommend one candidate for independent director or external supervisor to our Bank, to be nominated by the Board of Directors or the Board of Supervisors to the Shareholders’ Meeting. The same shareholder and its affiliates may only recommend one candidate for independent director or external supervisor and shall not nominate candidates for both independent director and external supervisor positions. In principle, the number of directors or supervisors nominated by the same shareholder and its affiliates shall not exceed one-third of the total members of the Board of Directors or the Board of Supervisors, unless otherwise provided by laws, regulations, or other rules.</p> <p>A shareholder who has nominated a director may not nominate an independent director.</p> <p>A shareholder who has nominated a shareholder supervisor may not nominate an external supervisor.</p>	<p><u>The Board Nomination and Remuneration Committee shall have the authority to propose candidates for non-independent directors.</u></p> <p><u>The Nomination and Remuneration Committee shall exercise its director nomination authority independently and prudently, avoiding undue influence from shareholders.</u></p> <p>Written notice of the intention to nominate a director candidate, written notice of the candidate’s willingness to accept the nomination, and relevant written materials regarding the candidate’s background shall be delivered to our Bank no earlier than the day following the issuance of the notice of the shareholders’ meeting and no later than seven days prior to the meeting.</p> <p>Subject to compliance with relevant laws and regulations, the shareholders’ meeting may remove any director before the expiration of his or her term by ordinary resolution (provided that any claims that may be asserted under any contract shall not be affected thereby).</p> <p>Shareholders holding individually or collectively one percent or more of our Bank’s total voting shares shall have the right to recommend one candidate for independent director or external supervisor to our Bank, to be nominated to the shareholders’ meeting by the Board of Directors or the Audit Committee of the Board of Supervisors. The same shareholder and its affiliates may only recommend one candidate for independent director or external supervisor and shall not nominate candidates for both independent director and external supervisor positions. In principle, the number of directors or supervisors nominated by the same shareholder and its affiliates shall not exceed one-third of the total members of the Board of Directors or the Board of Supervisors, unless otherwise stipulated by laws, regulations, or other provisions.</p>

Original Article	Revised Article
	<p><u>The Board's Nomination and Remuneration Committee and Audit Committee may propose candidates for independent directors.</u></p> <p>Shareholders and their affiliates who have nominated <u>non-independent</u> directors may not nominate independent directors.</p> <p>Shareholders who have nominated shareholder supervisors may not nominate external supervisors.</p>
<p>Article 139 Directors shall comply with laws, regulations, and these Articles of Association, and owe the following duties of care to our Bank:</p> <p>(I) Exercise the rights conferred by our Bank prudently, conscientiously, and diligently to ensure that our Bank's commercial activities comply with national laws, regulations, and economic policies, and that business operations do not exceed the scope specified in the business license;</p> <p>(II) Treat all shareholders fairly;</p> <p>(III) Diligently review all operational and financial accounting reports of our Bank to promptly understand our Bank's business operations and management status;</p> <p>(IV) Exercise the management and disposal rights lawfully granted by our Bank personally and independently, free from manipulation by others;</p> <p>(V) Sign written confirmation opinions on our Bank's securities offering documents and periodic reports. Ensure the information disclosed by our Bank is true, accurate, and complete;</p> <p>(VI) Accept supervision and reasonable recommendations from the Board of Supervisors regarding the performance of duties. Provide relevant information and data truthfully to the Board of Supervisors and shall not obstruct the Board of Supervisors or individual supervisors in the exercise of their powers;</p> <p>(VII) Fulfill other due diligence obligations as prescribed by laws, regulations, departmental rules, and this Articles of Association.</p>	<p>Article 139¹²⁰ Directors shall comply with laws, administrative regulations, and <u>the provisions of these Articles of Association. They shall owe a duty of diligence to our Bank and shall perform their duties with the reasonable care ordinarily expected of a prudent manager, acting in the best interests of our Bank.</u> Directors owe the following duties of diligence to our Bank:</p> <p>(I) Exercise the rights conferred by our Bank prudently, conscientiously, and diligently to ensure that our Bank's commercial conduct complies with national laws, administrative regulations, and economic policies, and that its business activities do not exceed the scope specified in its business license;</p> <p>(II) <u>To be accountable to our Bank and all shareholders in performing their duties, treating all shareholders fairly;</u></p> <p>(III) Diligently review all operational and financial accounting reports of our Bank, promptly understand our Bank's business operations and management status, <u>continuously monitor our Bank's operational and management conditions, and have the right to request senior management to comprehensively, timely, and accurately provide relevant materials reflecting our Bank's operational and management status or to provide explanations on related issues;</u></p> <p>(IV) Exercise the management and disposal authority lawfully vested in them personally, free from manipulation by others;</p>

Original Article	Revised Article
	<p>(V) Sign written confirmation opinions on our Bank’s securities offering documents and periodic reports. Ensure the truthfulness, accuracy, and completeness of information disclosed by our Bank;</p> <p>(VI) Accept supervision and reasonable recommendations from the Board of Supervisors <u>Audit Committee</u> regarding the performance of duties. Provide relevant information and data truthfully to the Board of Supervisors <u>Audit Committee</u> and shall not obstruct the exercise of authority by the Board of Supervisors, the Supervisory Board <u>Audit Committee</u>, or members of the <u>Audit Committee</u>;</p> <p><u>(VII) Attend Board meetings punctually, conduct thorough reviews of matters under consideration, express independent, professional, and objective opinions, and cast votes independently based on prudent judgment;</u></p> <p><u>(VIII) Bear responsibility for Board resolutions;</u></p> <p><u>(IX) Supervise the senior management’s implementation of resolutions passed by the shareholders’ meeting and the Board of Directors;</u></p> <p><u>(X) Actively participate in training organized by our Bank and regulatory authorities to understand directors’ rights and obligations, familiarize themselves with relevant laws, regulations, and supervisory requirements, and continuously maintain the professional knowledge and capabilities necessary to fulfill their duties;</u></p> <p><u>(XI) Uphold high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p> <p><u>(XII) Diligently and prudently perform duties, ensuring sufficient time and energy are devoted to fulfilling responsibilities;</u></p> <p>(XIII) <u>Other due diligence obligations stipulated by laws, administrative regulations, departmental rules, and this Articles of Association.</u></p>

Original Article	Revised Article
<p>Article 140 Directors shall comply with laws, regulations, and these Articles of Association, and owe a duty of loyalty to our Bank. When a director's personal interests conflict with those of our Bank or its shareholders, the director shall act in accordance with the best interests of our Bank and its shareholders, and shall ensure:</p> <p>(I) Exercising their authority within the scope of their powers and not exceeding their authority;</p> <p>(II) They shall not misappropriate our Bank's funds;</p> <p>(III) They shall not deposit our Bank's assets or funds into accounts opened in their own name or in the name of any other individual;</p> <p>(IV) They shall not enter into contracts or conduct transactions with our Bank except as provided in these Articles of Association or with the informed approval of the shareholders' meeting or the board of directors;</p> <p>(V) Not using insider information to gain benefits for themselves or others;</p> <p>(VI) Not to accept bribes or other illegal income through the use of their position, nor to misappropriate our Bank's property;</p> <p>(VII) Shall not use their position to appropriate or accept business opportunities that should belong to our Bank for themselves or others, nor shall they engage in proprietary trading or conduct business similar to that of our Bank for others;</p> <p>(VIII) Shall not accept commissions related to transactions with our Bank without the informed approval of the shareholders' meeting or the board of directors;</p> <p>(IX) Shall not, without approval from the shareholders' meeting or the board of directors, use our Bank's assets to guarantee debts of our Bank's shareholders or others outside the scope of our Bank's daily business operations;</p>	<p>Article 140121 Directors shall comply with laws, administrative regulations, and the provisions of these Articles of Association; and owe a duty of loyalty to our Bank. When a director's personal interests conflict with those of our Bank or its shareholders, <u>the director shall act in accordance with the principle of maximizing the interests of our Bank and its shareholders,</u> and shall take measures to avoid conflicts of interest between their personal interests and those of our Bank. <u>Directors shall not use their authority to seek improper benefits. Directors owe the following duties of loyalty to our Bank:</u></p> <p>(I) Exercise their powers within the scope of their authority and shall not exceed their authority;</p> <p><u>(I) Not to misappropriate our Bank's property or embezzle its funds;</u></p> <p>(II) Not to deposit our Bank's assets or funds into accounts opened in their own name or in the name of any other individual;</p> <p><u>(II) Not to use their authority to bribe others or receive other illegal income;</u></p> <p>(III) Except as provided in these Articles of Association or with the informed approval of the shareholders' meeting or board of directors, No person shall directly or indirectly enter into contracts or conduct transactions with our Bank without reporting to the board of directors or shareholders' meeting and obtaining a resolution from the board of directors or shareholders' meeting in accordance with these Articles of Association;</p> <p>(IV) No person shall use insider information to seek benefits for themselves or others;</p> <p>(V) No acceptance of bribes or other illegal income through the abuse of authority, nor misappropriation of our Bank's property;</p>

Original Article	Revised Article
<p>(X) Shall not disclose our Bank’s trade secrets obtained during their tenure without the informed consent of the shareholders’ meeting or the board of directors; however, such information may be disclosed to a court or other competent regulatory authority under the following circumstances:</p> <ol style="list-style-type: none"> 1. When required by law; 2. When required by public interest; 3. When required to protect the director’s own legitimate interests; <p>(XI) No person shall exploit their affiliated relationships to harm the interests of our Bank;</p> <p>(XII) Other fiduciary duties prescribed by laws, regulations, departmental rules, and these Articles of Association.</p> <p>Any income obtained by a director in violation of this Article shall belong to our Bank; if such violation causes loss to our Bank, the director shall bear liability for compensation.</p>	<p>(VII) No employee shall use their position to appropriate or accept business opportunities that should rightfully belong to our Bank <u>for their own or another person’s benefit, unless such actions are reported to the Board of Directors or the shareholders’ meeting and approved by a resolution of the shareholders’ meeting, or unless our Bank is unable to utilize such business opportunities pursuant to laws, administrative regulations, or these Articles of Association;</u></p> <p>(VI) <u>(VI)</u> Shall not engage in proprietary trading or operate businesses similar to those of our Bank for others <u>without reporting to the Board of Directors or the Shareholders’ Meeting and obtaining approval through a resolution of the Shareholders’ Meeting;</u></p> <p>(VII) <u>(VII)</u> Shall not accept commissions related to transactions with our Bank <u>for personal gain without the informed approval of the shareholders’ meeting or the Board of Directors;</u></p> <p>(IX) <u>(IX)</u> Without approval from the shareholders’ meeting or the board of directors, no guarantees may be provided using our Bank’s assets for the debts of shareholders or others outside the scope of our Bank’s ordinary business operations;</p> <p>(X) <u>(X)</u> Without the informed consent of the shareholders’ meeting or the board of directors, no employee shall disclose our Bank’s trade secrets obtained during their tenure;</p> <p>(VIII) <u>(VIII)</u> Shall not disclose our Bank’s confidential information without authorization; however, such information may be disclosed to a court or other competent regulatory authority under the following circumstances:</p> <ol style="list-style-type: none"> 1. When required by law; 2. When required by public interest; 3. When required to protect the director’s own legitimate interests;

Original Article	Revised Article
	<p>(XIX) Directors shall not exploit their related party relationships to harm our Bank's interests;</p> <p>(XH) Other fiduciary duties prescribed by laws, <u>administrative</u> regulations, departmental rules, and these Articles of Association.</p> <p>Any income obtained by a director in violation of this Article shall belong to our Bank; if such violation causes losses to our Bank, the director shall bear liability for compensation.</p> <p><u>The provisions of paragraph (IV) of the first clause of this Article shall apply to contracts or transactions entered into between our Bank and close relatives of directors or senior management personnel, enterprises directly or indirectly controlled by directors, senior management personnel, or their close relatives, or other related parties with whom directors or senior management personnel have other related party relationships.</u></p>
<p>Article 143 Directors shall devote sufficient time to perform their duties and shall personally attend at least two-thirds of the board meetings each year. If unable to attend for any reason, they may authorize another director of the same category to attend in writing.</p> <p>Unless approved by a shareholder meeting vote, a director who fails to attend two consecutive board meetings in person and does not delegate another director to attend on their behalf shall be deemed unable to perform their duties, and the board shall propose their removal to the shareholder meeting.</p>	<p>Article 143¹²⁴ Directors shall devote sufficient time to perform their duties and personally attend at least two-thirds of the board meetings <u>in person</u> each year. If unable to attend <u>in person</u> for any reason, they may delegate another director of the same category to attend in writing. <u>When deliberating on related-party transaction matters, non-related directors shall not delegate related directors to attend on their behalf.</u></p> <p>Unless approved by a vote of the shareholders' meeting, a director who fails to attend two consecutive board meetings in person and does not appoint another director to attend on their behalf shall be deemed unable to perform their duties, and the board shall propose their removal to the shareholders' meeting.</p>

Original Article	Revised Article
<p>Article 144 A director may resign before the expiration of his or her term of office. A director's resignation shall be submitted to the board of directors in writing. The board of directors shall disclose the relevant circumstances within two days.</p> <p>Where a director's term expires without timely re-election, or where a director's resignation during the term affects our Bank's normal operations or results in the Board having fewer than the minimum statutory number of members, the original director shall continue to perform his/her duties in accordance with laws, regulations, rules, and these Articles of Association until the newly elected director assumes office.</p> <p>Except as provided in the preceding paragraph, a director's resignation shall take effect upon delivery of the resignation report to the Board of Directors.</p>	<p>Article 144¹²⁵ A director may resign before the expiration of his or her term.—<u>A director's resignation shall be submitted to the Board of Directors in writing.—The resignation shall take effect on the date our Bank receives the resignation report, and the Board of Directors shall disclose the relevant information within two trading days.</u></p> <p>If directors are not re-elected upon expiration of their term, or if a director resigns during their term, thereby affecting our Bank's normal operations or causing the number of Board members to fall below the statutory minimum or <u>two-thirds of the number specified in these Articles of Association</u>, the original director shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, and these Articles of Association until the newly elected director assumes office. <u>If our Bank is undergoing major risk resolution, directors may not resign without regulatory approval.</u></p> <p><u>If the number of directors falls below the minimum required by the "Company Law" or the minimum required for board voting due to a director being removed by the shareholders' meeting, death, resignation of an independent director due to loss of independence, or other circumstances preventing the performance of director duties, the powers of the board of directors shall be exercised by the shareholders' meeting until the number of directors meets the requirements.</u></p> <p><u>Upon expiration of a director's term, or if the number of directors falls below the minimum required by the "Company Law" or two-thirds of the number specified in these Articles of Association, our Bank shall promptly initiate the director election process and convene a shareholders' meeting to elect directors.</u></p>

Original Article	Revised Article
	<p>Except for the circumstances listed in the preceding paragraph, a director's resignation shall take effect from the date the resignation report is delivered to the Board of Directors.</p>
	<p><u>Article 126 Our Bank shall establish a management system for director resignations, specifying safeguards for pursuing accountability and compensation for unfulfilled public commitments and other outstanding matters. Upon the effective date of resignation or expiration of term, directors shall complete all handover procedures with the Board of Directors. Their fiduciary duties to our Bank and shareholders shall not automatically terminate upon the expiration of their term but shall remain effective for a reasonable period as stipulated in these Articles of Association. Liabilities incurred by directors during their tenure in the performance of their duties shall not be exempted or terminated upon resignation.</u></p>
	<p><u>Article 127 The shareholders' meeting may resolve to remove a director, with such removal taking effect on the date of the resolution. Where a director is removed without just cause before the expiration of his or her term, such director may claim compensation from the company.</u></p>
	<p><u>Article 128 Where a director causes damage to others in the performance of his/her duties for our Bank, our Bank shall bear liability for compensation; where the director acts with intent or gross negligence, he/she shall also bear liability for compensation.</u></p> <p><u>A director shall bear liability for damages caused to our Bank by violating laws, administrative regulations, departmental rules, or the provisions of these Articles of Association while performing duties for our Bank.</u></p>

Original Article	Revised Article
<p>Article 145 The provisions of these Articles of Association concerning the duties of directors shall apply to our Bank's supervisors, president, and other senior management personnel.</p>	<p>Article 129 The provisions of these Articles of Association concerning the duties of directors shall apply to our Bank's supervisors, president, and other senior management personnel.</p>
<p>Section II Independent Directors</p>	<p>Section II Independent Directors</p>
<p>Article 146 An independent director of our Bank refers to a director who does not hold any other position in our Bank besides that of director and who has no relationship with our Bank or its major shareholders that may impair his or her ability to exercise independent and objective judgment. An independent director shall meet the following basic requirements:</p> <p>(I) Qualify to serve as a director of a commercial bank in accordance with laws, regulations, and other relevant provisions;</p> <p>(II) Independently perform duties without influence from our Bank's major shareholders, actual controllers, or other institutions or individuals with vested interests in our Bank;</p> <p>(III) Possess fundamental knowledge of commercial bank operations and be familiar with relevant laws, regulations, rules, and regulations;</p> <p>(IV) Possess at least five years of work experience in law, economics, finance, accounting, or other fields necessary for performing the duties of an independent director;</p> <p>(V) Ensure sufficient time and energy to effectively perform the duties of an independent director;</p> <p>(VI) May not concurrently serve as an independent director for more than two commercial banks.</p>	<p>Article 146-<u>130</u> An independent director of our Bank refers to a director who does not hold any other position in our Bank besides that of director, and who has no <u>direct or indirect interests with</u> our Bank, its major shareholders, <u>or actual controllers, or any other relationship</u> that may impair their ability to make independent and objective judgments. <u>Independent directors shall conscientiously perform their duties in accordance with laws, administrative regulations, the China Securities Regulatory Commission, the stock exchange, and these Articles of Association. They shall participate in decision-making, exercise oversight and checks and balances, provide professional advice within the Board of Directors, safeguard the overall interests of our Bank, and protect the lawful rights and interests of minority shareholders.</u></p> <p>Independent directors shall meet the following basic requirements:</p> <p>(I) Qualify to serve as a director of a commercial bank <u>or listed company</u> in accordance with laws, administrative regulations, and other relevant provisions;</p> <p>(II) Be able to perform duties independently, free from influence by our Bank's major shareholders, actual controllers, or other institutions or individuals with interests in our Bank;</p> <p>(III) Possess fundamental knowledge of <u>commercial bank and listed company</u> operations, and be familiar with relevant laws, regulations, rules, and regulations;</p> <p>(IV) Possess at least five years of work experience in law, economics, finance, accounting, or other fields necessary for performing the duties of an independent director;</p>

Original Article	Revised Article
	<p>(V) Ensure sufficient time and energy to effectively perform duties as an independent director;</p> <p><u>(VI) Serve as an independent director for no more than five domestic or foreign enterprises;</u></p> <p><u>(VII) Serve as an independent director for no more than three domestic listed companies;</u></p> <p><u>(VIII) May not concurrently serve as an independent director for more than two commercial banks;</u></p> <p><u>(IX) Possess good personal integrity and have no record of major dishonesty or other adverse conduct;</u></p> <p><u>(X) Meet other conditions stipulated by laws, administrative regulations, CSRC regulations, stock exchange business rules, and this Articles of Association.</u></p>
<p>Article 147 The following persons shall not serve as independent directors of our Bank:</p> <p>(I) Persons employed by shareholders or shareholder entities holding one percent or more of our Bank’s shares;</p> <p>(II) Persons employed by our Bank or any entity controlled or effectively controlled by our Bank;</p> <p>(III) Persons who have held positions at our Bank or its controlled or effectively controlled entities within the three years prior to their appointment;</p> <p>(IV) Persons employed by entities with overdue loans to our Bank;</p> <p>(V) Personnel employed by institutions having business connections or interests with our Bank in areas such as legal, accounting, auditing, or management consulting;</p> <p>(VI) Any other individual whom our Bank can control or exert significant influence over through various means;</p>	<p>Article 147<u>131</u> The following persons shall not serve as independent directors of our Bank:</p> <p><u>(I) Natural persons who directly or indirectly hold more than one percent of our Bank’s issued shares, or who are among our Bank’s top ten shareholders, along with their spouses, parents, and children;</u></p> <p><u>(II) Personnel employed by shareholders holding directly or indirectly more than one percent of our Bank’s issued shares or by our Bank’s top five shareholders, and their spouses, parents, or children;</u></p> <p><u>(III) Personnel employed by our Bank or its subsidiaries, and their spouses, parents, children, or primary social relations;</u></p> <p><u>(IV) Individuals employed by subsidiaries of our Bank’s controlling shareholders or de facto controllers, and their spouses, parents, or children;</u></p>

Original Article	Revised Article
<p>(VII) Close relatives of the individuals listed above;</p> <p>(VIII) Persons convicted of crimes such as embezzlement, bribery, misappropriation of property, or disruption of the socialist market economy order, or persons deprived of political rights due to criminal offenses;</p> <p>(IX) Individuals who served as directors, plant managers, or general managers of companies or enterprises that underwent bankruptcy liquidation due to poor management and bear personal responsibility for our Bankruptcy of such companies or enterprises;</p> <p>(X) Persons who served as the legal representative of a company or enterprise whose business license was revoked due to illegal activities and bear personal responsibility;</p> <p>(XI) Persons with significant outstanding personal debts that have reached maturity but remain unpaid;</p> <p>(XII) Persons who have been dismissed from their positions by their former employers for failing to perform their duties diligently;</p> <p>(XIII) Persons who previously served as principal responsible officers of high-risk financial institutions and cannot prove they bear no responsibility for the revocation of the institution or its asset losses;</p> <p>(XIV) Any other individuals prohibited from serving as independent directors of our Bank under relevant laws, administrative regulations, departmental rules, regulations of the securities regulatory authority where our Bank's shares are listed, or as determined by competent regulatory authorities.</p>	<p><u>(V) Individuals with significant business dealings with our Bank, its controlling shareholders, de facto controllers, or their respective subsidiaries; or individuals employed by entities with significant business dealings and their controlling shareholders or de facto controllers;</u></p> <p><u>(VI) Personnel providing financial, legal, consulting, sponsorship, or similar services to our Bank, its controlling shareholders, de facto controllers, or their respective subsidiaries, including but not limited to all project team members, reviewers at all levels, signatories on reports, partners, directors, senior management, and principal officers of the service-providing intermediary institutions;</u></p> <p><u>(VII) Individuals who have been subject to any of the circumstances listed in items (i) through (vi) within the past twelve months;</u></p> <p>(12) Persons who have been dismissed from their (I) Persons employed by shareholders or shareholder entities holding one percent or more of our Bank's shares;</p> <p>(II) Persons employed by our Bank or any entity controlled or effectively controlled by our Bank;</p> <p>(III) Persons who have held positions at our Bank or its controlled or effectively controlled entities within the three years prior to their appointment;</p> <p>(IV) Persons employed by entities with overdue loans to our Bank;</p> <p>(V) Personnel employed by institutions having business connections or interests with our Bank in areas such as legal, accounting, auditing, or management consulting;</p> <p>(VI) Any other individual whom our Bank can control or exert significant influence over through various means;</p> <p>(VII) Close relatives of the individuals listed above;</p>

Original Article	Revised Article
	<p>(VIII) Persons convicted of crimes such as embezzlement, bribery, misappropriation of property, or disruption of the socialist market economy order, or persons deprived of political rights due to criminal offenses;</p> <p>(IX) Individuals who served as directors, plant managers, or general managers of companies or enterprises that underwent bankruptcy liquidation due to poor management and bear personal responsibility for our Bankruptcy of such companies or enterprises;</p> <p>(X) Persons who served as the legal representative of a company or enterprise whose business license was revoked due to illegal activities and bear personal responsibility;</p> <p>(XI) Persons with significant outstanding personal debts that have reached maturity but remain unpaid;</p> <p>(XII) Persons who have been dismissed from their positions by their former employers for failing to perform their duties diligently;</p> <p>(XIII) Persons who previously served as principal responsible officers of high-risk financial institutions and cannot prove they bear no responsibility for the revocation of the institution or its asset losses;</p> <p>(XIV) Any other individuals prohibited from serving as independent directors of our Bank under relevant laws, administrative regulations, departmental rules, regulations of the securities regulatory authority where our Bank's shares are listed, or as determined by competent regulatory authorities.</p> <p>(XIV) Any other individuals prohibited from serving as independent directors of this Bank due to lack of independence, as stipulated by relevant laws, administrative regulations, departmental rules, regulations of the securities regulatory authority where our Bank's shares are listed, or as determined by competent regulatory authorities.</p>

Original Article	Revised Article
	<p><u>Independent directors shall conduct annual self-assessments of their independence and submit the results to the board of directors. The board shall annually evaluate the independence of incumbent independent directors, issue a special opinion, and disclose it concurrently with the annual report.</u></p>
	<p><u>Article 133 As members of the board of directors, independent directors shall owe duties of loyalty and diligence to our Bank and all shareholders, and shall prudently perform the following duties:</u></p> <p><u>(I) Participate in board decision-making and express clear opinions on matters under discussion;</u></p> <p><u>(II) Supervise potential material conflicts of interest between our Bank and its controlling shareholders, de facto controllers, directors, or senior management to protect the lawful rights and interests of minority shareholders;</u></p> <p><u>(III) Provide professional and objective advice on our Bank’s business development to enhance the quality of board decision-making;</u></p> <p><u>(IV) Other duties prescribed by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.</u></p>

Original Article	Revised Article
<p>Article 149 In addition to the powers enjoyed by directors of this Bank, independent directors shall also possess the following special powers:</p> <p>(I) To issue written opinions on the fairness of major related-party transactions and the implementation of internal approval procedures;</p> <p>(II) To propose to the Board of Directors the engagement or dismissal of an accounting firm;</p> <p>(III) To propose to the Board of Directors the convening of an extraordinary general meeting;</p> <p>(IV) To propose convening board meetings and submit items for deliberation;</p> <p>(V) Independently engage external audit and advisory institutions;</p> <p>(VI) To issue an independent opinion on the impact of preferred share issuances on the rights and interests of all categories of shareholders of the Bank;</p> <p>(VII) Soliciting proxies from shareholders publicly prior to the convening of a general meeting.</p> <p>The exercise of the powers set out in the preceding paragraph, except for item (I), shall require the consent of a majority of all independent directors.</p>	<p>Article 149134 In addition to the powers enjoyed by directors of the Bank, independent directors shall also possess the following special powers:</p> <p><u>(I) Independently engage intermediaries to conduct audits, consultations or verifications on specific matters concerning the Bank;</u></p> <p>(I) To issue written opinions on the fairness of major related-party transactions and the implementation of internal approval procedures;</p> <p>(II) To propose to the Board of Directors the engagement or dismissal of an accounting firm;</p> <p>(HII) To propose to the Board of Directors the convening of an extraordinary general meeting of shareholders;</p> <p>(IVIII) To propose convening board meetings and submit items for deliberation;</p> <p><u>(IV) Publicly solicit shareholder rights in accordance with the law;</u></p> <p>(V) Independently engage external audit and advisory institutions;</p> <p>(VII) To issue an independent opinion on the impact of preferred share issuance on the rights of all categories of shareholders of the Bank;</p> <p>(VII) To publicly solicit proxies from shareholders prior to the convening of a general meeting.</p> <p><u>(VI) To issue independent opinions on matters that may prejudice the interests of the Bank or its minority shareholders;</u></p> <p><u>(VII) Other powers as prescribed by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.</u></p> <p>The exercise of powers by independent directors under the preceding paragraph, except for item (I), shall require the consent of a majority of all independent directors.</p>

Original Article	Revised Article
	<p><u>Where independent directors exercise the powers listed in items (I) to (II) of the preceding paragraph, they shall obtain the consent of a majority of all independent directors; where they exercise the power listed in item (III) of the preceding paragraph, they shall obtain the consent of at least two independent directors.</u></p> <p><u>Where independent directors exercise the powers listed in the preceding paragraph, the Bank shall disclose such exercise in a timely manner. Where the aforementioned powers cannot be exercised normally, the Bank shall disclose the specific circumstances and reasons.</u></p>
	<p><u>Article 135 The following matters shall be submitted to the Board of Directors for deliberation only after obtaining the consent of a majority of all independent directors of the Bank:</u></p> <p><u>(I) Related party transactions that should be disclosed;</u></p> <p><u>(II) Proposals for the Bank or related parties to alter or waive commitments;</u></p> <p><u>(III) decisions and measures taken by the board of directors of the acquired listed bank in relation to the acquisition;</u></p> <p><u>(IV) Other matters stipulated by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.</u></p>

Original Article	Revised Article
	<p><u>Article 136 The Bank shall establish a dedicated meeting mechanism comprising solely independent directors. Matters such as related party transactions deliberated by the Board of Directors shall be subject to prior approval by the dedicated meeting of independent directors.</u></p> <p><u>The Bank shall convene special meetings of independent directors periodically or as required. Matters listed in Article 134(I)(I) to (III) and Article 135 of these Articles of Association shall be reviewed by the special meeting of independent directors.</u></p> <p><u>Special meetings of independent directors may, as necessary, deliberate on other matters concerning the Bank. Such meetings shall be convened and chaired by an independent director jointly nominated by a majority of the independent directors. Where the convening director fails or is unable to perform their duties, two or more independent directors may convene the meeting themselves and nominate a representative to preside.</u></p> <p><u>Minutes shall be duly prepared for the special meeting of independent directors, and the opinions of independent directors shall be recorded therein. Independent directors shall sign to confirm the minutes.</u></p> <p><u>The Bank shall provide convenience and support for the convening of special meetings of independent directors.</u></p>

Original Article	Revised Article
<p>Article 151 Where an independent director falls under any of the following circumstances, the Supervisory Board shall propose to the Shareholders' Meeting that they be removed from office:</p> <p>(I) Where a change in position renders the individual ineligible for the role of independent director and the individual has not tendered their resignation;</p> <p>(II) Where the number of Board meetings personally attended within one year is less than two-thirds of the total number of Board meetings held;</p> <p>(III) Failing to attend in person for two consecutive meetings without authorising another director to attend as proxy, unless approved by a resolution of the shareholders' meeting;</p> <p>(IV) Other circumstances where the law or regulations stipulate that the individual is unsuitable to continue serving as an independent director.</p>	<p>Article 151¹³⁸ An independent director shall be removed by resolution of the shareholders' meeting upon the recommendation of the Supervisory Board <u>Audit Committee</u> where any of the following circumstances apply:</p> <p>(I) Where changes in their position render them ineligible to serve as an independent director and they have not tendered their resignation;</p> <p>(II) Where the number of Board meetings attended in person within one year is less than two-thirds of the total number of Board meetings held;</p> <p>(III) Fails to attend in person for two consecutive board meetings without authorising another director to attend on their behalf, unless approved by a resolution of the shareholders' meeting;</p> <p>(III) Other circumstances where the law or regulations stipulate that the individual is unsuitable to continue serving as an independent director.</p> <p><u>Where an independent director fails to attend two consecutive Board meetings in person and does not authorise another independent director to attend on their behalf, the Board shall propose convening a shareholders' meeting within thirty days of such occurrence to remove the independent director from office.</u></p> <p><u>Where an independent director fails to attend three consecutive Board meetings in person, it shall be deemed a failure to perform duties. The Bank shall convene a shareholders' meeting within three months to remove such director from office and elect a new independent director.</u></p>

Original Article	Revised Article
	<p><u>Article 139</u> Where the resignation of an independent director results in the proportion of independent directors on the Board falling below one-third, the resigning director shall continue to perform their duties until a new independent director assumes office, except where the resignation or removal is due to loss of independence. <u>The Bank shall complete the replacement within sixty days of the date of the independent director's resignation or removal.</u></p>
<p>Section III Board of Directors</p>	<p>Section III Board of Directors</p>
<p>Article 152 The Bank shall establish a Board of Directors, which shall be accountable to the shareholders' meeting and bear ultimate responsibility for the Bank's operations and management.</p>	<p>Article 152<u>140</u> The Bank shall establish a Board of Directors, which shall be accountable to the General Meeting of Shareholders and bear ultimate responsibility for the Bank's operations and management.</p>
<p>Article 153 The Board of Directors shall comprise no more than nineteen directors, including at least two directors serving as members of senior management (of whom the President shall be an ex officio director), with independent directors constituting no less than one-third of the Board members.</p>	<p>Article 153<u>141</u> The Board of Directors shall comprise no more than nineteen directors, including at least two directors who are members of senior management (the President being an ex officio director), <u>with independent directors constituting no less than one-third of the Board members. The Board shall include one employee representative of the Bank; the employee director shall be democratically elected and removed by the Bank's employees through the Staff Congress or other appropriate means.</u></p>

Original Article	Revised Article
<p>Article 154 The Board of Directors shall exercise the following powers:</p> <p>(I) Convening the shareholders' meeting, submitting proposals to the shareholders' meeting, and reporting on its work;</p> <p>(II) To implement resolutions of the shareholders' meeting;</p> <p>(III) Formulating the Bank's medium- and long-term development plans and strategies, and supervising their implementation;</p> <p>(IV) Determining the Bank's annual operational assessment indicators and approving the Bank's annual operational plan;</p> <p>(V) Formulating the Bank's annual financial budget and final accounts;</p> <p>(VI) Formulate profit distribution and loss compensation plans for the Bank;</p> <p>(VII) Formulating proposals for increasing or decreasing the Bank's registered capital, issuing shares, or issuing bonds with supplementary capital attributes;</p> <p>(VIII) Resolve on the issuance of bonds not serving as supplementary capital;</p> <p>(IX) Drafting proposals for the Bank's merger, division, dissolution and liquidation.</p> <p>(X) Approving the establishment, merger or closure of the Bank's major branches, internal departments and overseas institutions;</p>	<p>Article 154¹⁴² The Board of Directors shall exercise the following powers:</p> <p>(I) Convening the shareholders' meeting, submitting proposals to the shareholders' meeting, and reporting on its work;</p> <p>(II) To implement resolutions of the shareholders' meeting;</p> <p>(III) <u>Formulating</u> the Bank's medium- and long-term development plans and strategies, and supervising their implementation;</p> <p>(IV) Determining the Bank's annual operational assessment indicators and approving the Bank's annual operational plan;</p> <p>(V) <u>Formulating, reviewing and approving</u> the Bank's annual financial budget and final accounts;</p> <p>(VI) Formulate profit distribution and loss compensation schemes for the Bank;</p> <p>(VII) Formulating plans for increasing or decreasing the Bank's registered capital, <u>issuing shares or bonds or other securities with the nature of supplementing capital,</u> and listing;</p> <p>(VIII) Resolve on the issuance of bonds not intended to supplement capital;</p> <p>(IX-VIII) <u>Drafting plans for major acquisitions, share buybacks, mergers, divisions, spin-offs, dissolution, liquidation, and changes to the Bank's corporate structure;</u></p> <p>(XIX) Approving the establishment, merger, or dissolution of the Bank's key branches, internal departments, and overseas institutions;</p>

Original Article	Revised Article
<p>(XI) Appoint or remove the Bank's President; in accordance with market-oriented and professional requirements, appoint or remove the Board Secretary and other personnel subject to appointment or removal by the Board upon nomination by the Chairman; appoint or remove the Bank's Vice Presidents, Assistant Presidents, Chief Financial Officer and other personnel subject to appointment or removal by the Board upon nomination by the President; determine remuneration and disciplinary matters for the aforementioned personnel;</p> <p>(XII) Within the scope of authorisation by the shareholders' meeting, deciding or approving the Bank's external investments, acquisitions or disposals of non-commercial banking business assets, large-value credit facilities, asset pledges, guarantees for non-commercial banking business, disposal of non-performing assets, and write-offs of bad debts;</p> <p>(XIII) Approve the Bank's fundamental management systems and determine risk management and internal control systems;</p> <p>(XIV) Approve the Bank's annual internal audit report;</p> <p>(XV) To approve the Bank's capital adequacy ratio planning and implementation schemes;</p> <p>(XVI) Formulating proposals for amendments to these Articles of Association;</p> <p>(XVII) Deciding on the Bank's information disclosure matters and bearing ultimate responsibility for the authenticity, accuracy, completeness and timeliness of the Bank's accounting and financial reporting systems;</p> <p>(XVIII) To propose to the shareholders' meeting the appointment or replacement of the Bank's auditing firm;</p> <p>(XIX) To receive the work report of the Bank's President and inspect the President's work, supervising and ensuring the effective performance of management duties by senior management;</p>	<p>(XI) Appointing or removing the Bank's President <u>in accordance with regulatory requirements</u>; appointing or removing the Board Secretary and other personnel subject to Board appointment or removal based on the Chairman's nomination, in line with market-oriented and professional standards; appointing or removing the Bank's Vice Presidents, Assistant Presidents, Chief Financial Officer and other personnel subject to Board appointment or removal based on the President's nomination; determining remuneration and disciplinary matters for the aforementioned personnel; <u>supervising the performance of duties by senior management</u>;</p> <p>(XII) Within the scope authorised by the shareholders' meeting, decide or approve the Bank's external investments, acquisitions or disposals of non-commercial banking business assets, large-value credit facilities, asset pledges, guarantees for non-commercial banking business, disposal of non-performing assets, write-offs of bad debts, <u>external donations, asset mortgages, related party transactions, and data governance matters, in accordance with laws, regulations, supervisory requirements, and this Articles of Association</u>;</p> <p>(XIII) Approve the Bank's fundamental management systems; determine—the <u>formulation of the Bank's risk tolerance, risk management and internal control policies</u>; <u>bear ultimate responsibility for comprehensive risk management</u>;</p> <p>(XIV) <u>(XIII)</u> Approve the Bank's annual internal audit report;</p> <p>(XV) <u>(XIV)</u> <u>Formulating the Bank's capital planning and bearing ultimate responsibility for capital or solvency management</u>;</p> <p>(XV) Approve the Bank's capital adequacy ratio planning and implementation schemes;</p> <p>(XVI) <u>(XVI)</u> <u>Periodically assess and enhance the Bank's corporate governance</u>;</p>

Original Article	Revised Article
<p>(XX) Approve the Bank’s major connected transactions, as well as connected transactions required to be approved by the Board pursuant to laws, regulations, normative documents, relevant provisions of the securities regulatory authority where the Bank’s shares are listed, these Articles of Association, and authorisation from the General Meeting of Shareholders;</p> <p>(XXI) Communicate regulatory opinions from supervisory authorities and the Bank’s rectification measures;</p> <p>(XXII) Safeguarding the lawful rights and interests of depositors and other stakeholders;</p> <p>(XXIII) To file for bankruptcy on behalf of the Bank with the People’s Court, subject to authorisation by the Shareholders’ Meeting;</p> <p>(XXIV) Determining the green credit development strategy and consumer rights protection strategy, policies and objectives; approving green credit targets formulated and green credit reports submitted by senior management; regularly receiving special reports from senior management on the implementation of consumer rights protection work;</p> <p>(XXV) In accordance with the consolidated supervision requirements of the banking regulatory authority under the State Council, bear ultimate responsibility for the Bank’s consolidated management, formulate the Bank’s overall strategic guidelines for consolidated management, review and supervise the formulation and implementation of specific consolidated management plans, and establish a regular review and evaluation mechanism;</p> <p>(XXVI) Other powers as prescribed by laws, regulations, or these Articles of Association, or as conferred by the shareholders’ meeting.</p>	<p>(XVII) Formulate proposals for amending these Articles of Association, <u>establish rules of procedure for shareholders’ meetings and board meetings, and review and approve the working rules of the Board’s specialised committees;</u></p> <p>(XVIII) Decide on the Bank’s information disclosure matters and bear ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the Bank’s accounting and financial reporting systems;</p> <p>(XVIII—XIX) To propose to the shareholders’ meeting <u>the appointment, replacement or dismissal of the accounting firm undertaking the Bank’s audit work;</u></p> <p>(XIX—XX) To receive the work report of the Bank’s Chief Executive Officer and review the CEO’s performance, while overseeing and ensuring the effective discharge of management responsibilities by senior management;</p> <p>(XXI) Approve the Bank’s major connected transactions, as well as connected transactions required to be approved by the Board pursuant to laws, regulations, normative documents, relevant provisions of the securities regulatory authority where the Bank’s shares are listed, this Articles of Association, and authorisation from the General Meeting of Shareholders;</p> <p>(XXII) Communicate regulatory opinions from supervisory authorities and the Bank’s rectification measures;</p> <p>(XXIII) Safeguard the lawful rights and interests of <u>depositors, financial consumers</u> and other stakeholders;</p> <p><u>(XXIV) Establish mechanisms for identifying, reviewing and managing conflicts of interest between the Bank and its shareholders, particularly major shareholders;</u></p> <p><u>(XXV) Undertake management responsibilities for shareholder affairs;</u></p>

Original Article	Revised Article
	<p>(XXIII-XXVI) To file for bankruptcy on behalf of the Bank with the People's Court pursuant to authorisation by the shareholders' meeting;</p> <p>(XXIV-XXVII) Determining the green credit development strategy and consumer rights protection strategy, policies, and objectives; approving green credit targets formulated and green credit reports submitted by senior management; regularly receiving specialised reports from senior management on the implementation of consumer rights protection work;</p> <p>(XXV-XXVIII) Assuming ultimate responsibility for the Bank's consolidated supervision in accordance with the consolidated supervision requirements of the banking regulatory authority under the State Council; formulating the Bank's overall strategic guidelines for consolidated supervision; reviewing and overseeing the formulation and implementation of specific consolidated supervision plans; and establishing a regular review and evaluation mechanism;</p> <p>(XXVI-XXIX) Other powers prescribed by laws, administrative regulations, departmental rules, this Articles of Association, or conferred by the shareholders' meeting.</p> <p><u>The powers of the Board of Directors shall be exercised collectively by the Board. The powers of the Board of Directors stipulated in the Company Law shall not, in principle, be delegated to the Chairman, directors, other authorities, or individuals.</u></p>
<p>Article 155 The Board of Directors shall provide an explanation to the Shareholders' Meeting regarding any non-standard audit opinion issued by the certified public accountant on the Bank's financial reports.</p>	<p>Article 155<u>143</u> The Board of Directors shall provide an explanation to the shareholders' meeting regarding any non-standard audit opinion issued by the certified public accountant on the Bank's financial reports.</p>

Original Article	Revised Article
<p>Article 156 The Board shall formulate rules of procedure for Board meetings, which shall be implemented after approval by the shareholders' meeting to ensure the efficiency of the Board's work and scientific decision-making.</p>	<p>Article 156<u>144</u> The Board shall formulate rules of procedure for Board meetings, which shall be implemented after approval by the shareholders' meeting, to ensure the efficiency of the Board's work and scientific decision-making.</p>
<p>Article 157 The Board shall determine the authority for matters such as external investments, asset acquisitions and disposals, asset pledges, and related party transactions, establishing rigorous review, decision-making, and authorisation procedures. For major investment projects, it shall organise evaluations by relevant experts and professionals, and submit matters requiring approval by the General Meeting of Shareholders for such approval in accordance with these Articles.</p> <p>When disposing of fixed assets, if the aggregate value of the proposed disposal, together with the value of any fixed assets disposed of within the preceding four months, exceeds thirty-three per cent of the fixed asset value as shown in the most recent balance sheet reviewed by the general meeting, the Board shall not dispose of or consent to the disposal of such fixed assets without prior approval from the general meeting.</p> <p>.....</p>	<p>Article 157<u>145</u> The Board shall establish its authority over matters such as external investments, asset acquisitions and disposals, asset pledges, related-party transactions, <u>and external donations</u>, implementing rigorous review, decision-making, and authorisation procedures. For major investment projects, the Board shall organise evaluations by relevant experts and professionals, and submit matters requiring approval by the General Meeting to the General Meeting for approval in accordance with these Articles.</p> <p>Where the Board of Directors proposes to dispose of fixed assets, and the anticipated value of such disposal, when aggregated with the value realised from fixed assets disposed of within the preceding four months, exceeds thirty-three per cent of the value of fixed assets as shown in the most recent balance sheet reviewed by the General Meeting of Shareholders, the Board shall not dispose of or consent to the disposal of such fixed assets without the approval of the General Meeting of Shareholders.</p> <p>.....</p>
<p>Article 158</p> <p>The Vice Chairman shall assist the Chairman in his duties. Where the Chairman is unable or fails to perform his duties, the Vice Chairman shall act in his stead. Where the Vice Chairman is unable or fails to perform his duties, one Director shall be jointly nominated by a majority of the Directors to perform the duties.</p> <p>.....</p>	<p>Article 158<u>146</u></p> <p>The Vice-Chairman shall assist the Chairman in his duties. Where the Chairman is unable to perform his duties or fails to perform them, the Vice-Chairman shall exercise his powers and perform his duties. Where the Vice-Chairman is unable to perform his duties or fails to perform them, a Director shall be jointly elected by a majority of more than half of the Directors to perform his duties.</p> <p>.....</p>

Original Article	Revised Article
<p>Article 159 The Chairman shall exercise the following powers:</p> <p>(I) Presiding over shareholders' meetings and convening and chairing board meetings;</p> <p>.....</p>	<p>Article 159<u>147</u> The Chairman shall exercise the following powers:</p> <p>(I) Presiding over shareholders' meetings and convening and chairing board meetings;</p> <p>.....</p>
<p>Article 161 Regular meetings of the Board of Directors shall be convened at least once every quarter. Such meetings shall be convened and chaired by the Chairman. Notice of the meeting date, venue and agenda items shall be given to all directors and supervisors at least fourteen days prior to the meeting. Notice of the date, venue and agenda items for extraordinary meetings of the Board of Directors shall be given to all directors and supervisors at least five days prior to the meeting.</p>	<p>Article 161<u>149</u> Regular meetings of the Board of Directors shall be convened at least once every quarter and <u>shall be convened at least once every quarter and</u> at least four times annually. Such meetings shall be convened and chaired by the Chairman. Notice of the meeting date, venue and agenda items shall be given to all directors and supervisors at least fourteen days prior to the meeting. Notice of the date, venue and agenda items for extraordinary meetings of the Board of Directors shall be given to all directors and supervisors at least five days prior to the meeting.</p>
<p>Article 162 The Chairman shall convene an extraordinary meeting of the Board of Directors in any of the following circumstances:</p> <p>(I) When deemed necessary by the Chairman;</p> <p>(II) Upon the proposal of more than one-third of the directors or more than half of the independent directors;</p> <p>(III) Upon proposal by the Board of Supervisors;</p> <p>(IV) At the request of the President;</p> <p>(V) upon request by shareholders holding, individually or collectively, not less than ten per cent of the total voting shares of the Bank.</p> <p>The Chairman shall convene and preside over an extraordinary meeting of the Board of Directors within ten days of receiving the proposal.</p>	<p>Article 162<u>150</u> The Chairman shall convene an extraordinary meeting of the Board of Directors in any of the following circumstances:</p> <p>(I) When the Chairman deems it necessary;</p> <p>(II) Upon proposal by more than one-third of the directors or by two or more independent directors;</p> <p>(III) Upon proposal by the <u>Audit Committee of the Supervisory Board</u>;</p> <p>(IV) Upon proposal by the President;</p> <p>(V) upon request by shareholders holding, individually or <u>collectively</u>, ten per cent or more of the total voting shares of the Bank.</p> <p>The Chairman shall convene and preside over an extraordinary meeting of the Board of Directors within ten days of receiving such a proposal.</p>

Original Article	Revised Article
<p>Article 167 When the Board of Directors deliberates on related party transactions, directors with a material interest shall recuse themselves and shall not exercise voting rights on the relevant proposal. Such Board meeting shall only be held if attended by a majority of directors without a material interest. Resolutions approving related party transactions shall be passed by a majority vote of directors without a material interest.</p> <p>Matters requiring approval by a majority of two-thirds or more of the directors shall require approval by a majority of two-thirds or more of the directors without a related interest.</p> <p>Where fewer than three unrelated directors are present at the board meeting, the matter shall be submitted to the general meeting for consideration.</p> <p>Where a director or any of their core associates (as defined in the Hong Kong Listing Rules) has a material interest in a matter to be resolved at a board meeting, such director shall not exercise voting rights on that resolution during the board's deliberation of the matter, nor shall they proxy votes on behalf of other directors, nor shall they be counted towards the quorum for the meeting, except where otherwise provided by laws, regulations, normative documents, or the relevant provisions of the securities regulatory authority where the Bank's shares are listed.</p>	<p>Article 167155 Where a director has an <u>association with an enterprise or individual involved in a matter to be resolved at a board meeting</u>, such director shall promptly report <u>in writing to the board</u>. When the Board deliberates on related party transactions, directors with material interests shall recuse themselves and shall not <u>vote on the relevant proposal nor proxy votes for other directors</u>. Such Board meetings shall be validly convened with the attendance of a majority of directors without material interests. Resolutions approving related party transactions shall be passed by a majority vote of directors without material interests.</p> <p>Matters requiring approval by a majority of two-thirds or more of the directors shall be approved by a majority of two-thirds or more of the directors without a material interest.</p> <p>Where fewer than three directors without <u>a material interest</u> are present at a board meeting, the matter <u>shall</u> be submitted to the general meeting for consideration.</p> <p>Where a director or any of their core <u>close</u> associates (as defined in the Hong Kong Listing Rules) has a material interest in a matter to be resolved at a board meeting, such director shall not exercise voting rights on that resolution during the board's deliberation of the matter, nor shall they proxy votes on behalf of other directors, nor shall they be counted towards the quorum for the meeting, except where otherwise provided by laws, regulations, normative documents, or the relevant provisions of the securities regulatory authority where the Bank's shares are listed.</p>

Original Article	Revised Article
<p>Article 169 Board meetings may adopt either in-person voting (including telephone or video conferencing) or written electronic communication voting, with each director entitled to one vote. Subject to ensuring directors fully express their views, board meetings may be conducted and resolutions passed via written electronic communication. Directors participating in board or special committee meetings via telephone, video or similar means shall be deemed present at the physical meeting.</p> <p>Resolutions on the following major matters shall not be adopted by written circulation voting and must be approved by a vote of not less than two-thirds of all directors:</p> <p>(I) Formulating the Bank's profit distribution and loss compensation plan;</p> <p>(II) Formulating plans for increasing or decreasing the Bank's registered capital, issuing shares, or issuing bonds with the nature of supplementing capital;</p> <p>(III) Formulating plans for the Bank's merger, division, dissolution, or liquidation;</p> <p>(IV) Appointing or dismissing senior management personnel;</p> <p>(V) Deciding upon or approving, within the scope of authorisation by the shareholders' meeting, the Bank's major external investments, significant asset disposals relating to non-commercial banking operations, and guarantees for non-commercial banking operations;</p> <p>(VI) Formulating proposals for amendments to these Articles of Association;</p> <p>(VII) Capital replenishment proposals, significant equity changes, and major matters such as financial restructuring;</p> <p>(VIII) Other matters stipulated by laws, regulations, or these Articles of Association.</p>	<p>Article 169157 Board meetings may adopt either in-person voting (including telephone or video conferencing) or written circulation voting, with each director holding one vote. Provided directors are afforded sufficient opportunity to express their views, resolutions may be adopted through written-circulation voting. Directors participating in Board or Board committee meetings via telephone, video conferencing or similar means shall be deemed to have attended in person.</p> <p>Resolutions on the following significant matters shall not be adopted by means of written-circulation voting and must be passed by a majority of not less than two-thirds of all directors:</p> <p>(I) Formulating the Bank's profit distribution and loss compensation plan;</p> <p>(II) <u>Formulating remuneration schemes;</u></p> <p>(HHI) Formulating plans for increasing or decreasing the Bank's registered capital, issuing shares or bonds <u>or other securities with the nature of supplementing capital</u>, and listing;</p> <p>(HHIV) Formulating proposals for the Bank's merger, division, <u>spin-off, dissolution, liquidation, or change of corporate form;</u></p> <p>(HVV) Appointing or dismissing senior management personnel;</p> <p>(VVI) Within the scope of authorisation by the shareholders' meeting, deciding or approving the Bank's major external investments, significant asset disposals relating to non-commercial banking operations, and guarantees for non-commercial banking operations;</p> <p>(VVII) Formulating proposals for amendments to these Articles of Association;</p> <p>(VHVIII) Capital replenishment plans, significant equity changes, and major matters such as financial restructuring;</p> <p>(VHHIX) Other matters stipulated by laws, regulations, or these Articles of Association.</p>

Original Article	Revised Article
<p>Article 170 Board meetings shall produce resolutions and minutes. Directors present and the minute-taker shall sign the resolutions. Board resolutions and minutes shall be permanently archived as Bank records.</p>	<p>Article 170¹⁵⁸ Board meetings shall produce resolutions and minutes, which shall be signed by <u>the</u> directors present and the minute-taker. <u>Where a director has reservations regarding the minutes, they may append a statement to that effect at the time of signing.</u> Board resolutions and minutes shall be permanently archived as part of the Bank's records.</p>
<p>Article 172 Directors shall be liable for resolutions passed by the Board of Directors. Where a Board resolution contravenes laws, regulations, rules, the provisions of these Articles of Association, or resolutions of the General Meeting of Shareholders, thereby causing the Bank to suffer significant losses, the directors participating in the resolution shall be liable to the Bank for compensation. However, a director may be exempted from liability if it is proven that they expressed dissent during the vote and such dissent was recorded in the minutes.</p>	<p>Article 160 Directors shall bear responsibility for resolutions of the Board of Directors. Where a resolution of the Board of Directors contravenes laws, regulations, rules, the provisions of these Articles of Association, or resolutions of the Shareholders' Meeting, thereby causing the Bank to suffer significant losses, the directors participating in the resolution shall be liable to the Bank for compensation. However, a director may be exempted from liability if it is proven that they expressed dissent during the vote and such dissent was recorded in the minutes.</p>

Original Article	Revised Article
<p align="center">Section IV Specialised Committees of the Board of Directors</p>	<p align="center">Section IV Specialised Committees of the Board of Directors</p>
<p>Article 173 The Bank's Board of Directors shall establish specialised committees including the Strategy Committee, Audit Committee, Risk and Related Party Transaction Control Committee, Nomination and Remuneration Committee, Consumer Rights Protection Committee, and Inclusive Finance Development Committee. All members of specialised committees shall be directors. The chairperson and members shall be nominated by the Chairman of the Board and elected by the Board of Directors. Specialised committees shall be accountable to the Board of Directors and shall perform their duties in accordance with these Articles of Association and the authorisation granted by the Board of Directors. Proposals shall be submitted to the Board of Directors for deliberation and decision. The Board of Directors shall be responsible for formulating the working procedures of specialised committees to regulate their operation.</p> <p>The Audit Committee, Risk and Related Party Transaction Control Committee, Nomination and Remuneration Committee, and Consumer Rights Protection Committee shall be chaired by independent directors. Among these, independent directors shall constitute a majority on the Audit Committee, Risk and Related Party Transaction Control Committee, and Nomination and Remuneration Committee, and shall serve as conveners. The convener of the Audit Committee shall be an accounting professional. Directors serving as chairpersons of the Audit Committee and Risk and Related Party Transaction Control Committee shall dedicate no fewer than twenty-five working days annually to the Bank's affairs.</p>	<p>Article 161 The Bank's Board of Directors shall establish specialised committees including the <u>Strategic and Sustainable</u> Development Committee, Audit Committee, Risk and Related Party Transaction Control Committee, Nomination and Remuneration Committee, Consumer Rights Protection Committee, and Inclusive Finance Development Committee. All members of specialised committees shall be directors. Chairpersons and members shall be nominated by the Chairman and elected by the Board of Directors. Specialised committees shall be accountable to the Board of Directors and shall perform their duties in accordance with these Articles of Association and the authorisation granted by the Board of Directors. Proposals shall be submitted to the Board of Directors for deliberation and decision. The Board of Directors shall be responsible for formulating the working procedures of specialised committees to regulate their operations.</p> <p>The Audit Committee, Risk and Related Party Transaction Control Committee, Nomination and Remuneration Committee, and Consumer Rights Protection Committee shall be chaired by independent directors. Among these, the Audit Committee shall comprise directors who do not hold senior management positions within the Bank, with independent directors constituting a majority. The convener shall be an accounting professional. Independent directors shall constitute a majority of the Risk and Related Party Transaction Control Committee and the Nomination and Remuneration Committee and shall serve as conveners. <u>At least one member of the Nomination and Remuneration Committee shall be of a different gender.</u> The convener of the Audit Committee shall be an accounting professional. Directors serving as chairpersons of the Audit Committee and the Risk and Related Party Transaction Control Committee shall work for the Bank for no fewer than twenty-five working days per annum.</p>

Original Article	Revised Article
<p>Article 174 Primary responsibilities of the Strategy Committee:</p> <p>(I) Formulating the Bank’s operational objectives, medium-to-long-term development plans, and strategic development;</p> <p>(II) To supervise and inspect the implementation of annual business plans and investment proposals;</p> <p>(III) Other matters delegated by the Board of Directors.</p>	<p>Article 162 The principal responsibilities of the Strategy and Sustainable Development Committee shall be:</p> <p>(I) Formulating the Bank’s operational objectives, medium-to-long-term development plans, and development strategies;</p> <p><u>(II) To organise the formulation of the Bank’s annual business plan;</u></p> <p><u>(HIII) Supervise and inspect the implementation of annual business plans and investment proposals;</u></p> <p><u>(IV) To evaluate the implementation of the Bank’s development plans and propose revisions;</u></p> <p><u>(V) To deliberate on the Bank’s overarching plans, major policies and fundamental systems concerning environmental, social and governance (ESG) aspects of sustainable development; to review the annual social responsibility report (ESG report); to periodically assess the implementation of the ESG development strategy; and to guide and supervise the establishment and refinement of relevant work management systems;</u></p> <p><u>(VI) Research green finance development strategies, review green finance objectives formulated and reports submitted by senior management, and oversee and evaluate the implementation of the Bank’s green finance development strategy;</u></p> <p><u>(HIVII) Other matters authorised by the Board of Directors.</u></p>
	<p>Article 163 <u>The Bank’s Board of Directors shall establish an Audit Committee to exercise the powers of the Supervisory Board as stipulated in the Company Law and regulatory systems. The Audit Committee shall comprise five members, with employee representatives on the Board eligible to serve as members. Members and the convener of the Audit Committee shall be elected by the Board of Directors.</u></p>

Original Article	Revised Article
<p>Article 175 The primary responsibilities of the Audit Committee shall be:</p> <p>(I) To examine the Bank's accounting policies, financial position, and financial reporting procedures, and to review risk and compliance matters;</p> <p>(II) To propose the appointment or replacement of external audit institutions;</p> <p>(III) To oversee the Bank's internal audit system and its implementation;</p> <p>(IV) Facilitate communication between internal and external auditors;</p> <p>(V) To review the Bank's financial information and disclosures, and to issue a judgemental report on the truthfulness, accuracy, completeness and timeliness of the audited financial reporting information for submission to the Board of Directors for deliberation;</p> <p>(VI) Other matters stipulated by relevant laws, regulations, departmental rules, the securities regulatory authority where the Bank's shares are listed, and as authorised by the Board of Directors.</p>	<p>Article 175¹⁶⁴ The primary responsibilities of the Audit Committee shall be:</p> <p>(I) To examine the Bank's accounting policies, financial position and financial reporting procedures; to review risk and compliance matters; <u>and to oversee and evaluate the Bank's internal controls;</u></p> <p>(II) <u>To oversee and evaluate the external audit process, and to propose the appointment or replacement of external audit firms;</u></p> <p>(III) <u>To oversee and evaluate the Bank's internal audit work, systems and their implementation;</u> (IV) To be responsible for communication and coordination between internal and external audits;</p> <p>(V) <u>Review the Bank's financial information and disclosures, and issue a judgemental report on the truthfulness, accuracy, completeness and timeliness of the audited financial reporting information for submission to the Board of Directors for deliberation;</u></p> <p>(VI) <u>Other matters stipulated by relevant laws, administrative regulations, departmental rules, the securities regulatory authority or stock exchange where the Bank's shares are listed, or authorised by the Board of Directors.</u></p>

Original Article	Revised Article
	<p><u>Article 165 The following matters shall be submitted to the Board of Directors for deliberation only after obtaining the approval of a majority of all members of the Audit Committee:</u></p> <p><u>(I) Disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</u></p> <p><u>(II) Appointing or dismissing the accounting firm undertaking the Bank's audit work;</u></p> <p><u>(III) Appointing or dismissing the Bank's Chief Financial Officer;</u></p> <p><u>(IV) Changes to accounting policies or estimates, or corrections of material accounting errors, arising from reasons other than changes in accounting standards;</u></p> <p><u>(V) Other matters stipulated by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.</u></p>
	<p><u>Article 166 The Audit Committee shall convene at least once every quarter. Extraordinary meetings may be convened upon the proposal of two or more members, or when deemed necessary by the convener. Meetings of the Audit Committee shall only be held with the attendance of more than two-thirds of its members.</u></p> <p><u>Resolutions of the Audit Committee shall be adopted by a majority vote of its members.</u></p> <p><u>Voting on resolutions of the Audit Committee shall be conducted on a one-member-one-vote basis.</u></p> <p><u>Minutes of Audit Committee resolutions shall be prepared in accordance with regulations, and members present at the meeting shall sign the minutes.</u></p>

Original Article	Revised Article
<p>Article 176 Primary responsibilities of the Risk and Related Party Transactions Control Committee:</p> <p>(I) To oversee the Bank’s senior management in controlling risks;</p> <p>(II) To assess the Bank’s risk profile;</p> <p>(III) To propose recommendations for improving the Bank’s risk management and internal controls;</p> <p>(IV) To review and approve the Bank’s general related-party transactions or the filing of general related-party transactions;</p> <p>(V) To review and endorse major related party transactions of the Bank, or transactions requiring declaration, announcement and/or independent shareholder approval in accordance with the relevant regulations of the securities regulatory authority where the Bank’s shares are listed, and to submit them to the Board of Directors for approval;</p> <p>(VI) Other matters authorised by the Board of Directors.</p> <p>For the purposes of these Articles, “ordinary connected transactions” shall mean transactions between the Bank and a single connected party where the value of any single transaction does not exceed one per cent of the Bank’s net capital, and where the outstanding balance of transactions between the Bank and that connected party following such transaction does not exceed five per cent of the Bank’s net capital.</p> <p>“Significant related party transactions” refer to transactions where the single transaction amount between the Bank and a single related party exceeds one per cent of the Bank’s net capital, or where the outstanding transaction balance between the Bank and that related party after the transaction exceeds five per cent of the Bank’s net capital.</p>	<p>Article 170<u>167</u> The principal responsibilities of the Risk and Related Party Transaction Control Committee shall be:</p> <p>(I) To oversee the Bank’s senior management in controlling risks;</p> <p>(II) To assess the Bank’s risk profile;</p> <p>(III) To propose improvements to the Bank’s risk management and internal control systems;</p> <p>(IV) To review and approve the Bank’s general related party transactions or the filing of general related party transactions;</p> <p>(V) To review and endorse major related party transactions of the Bank, or transactions requiring declaration, announcement and/or independent shareholder approval in accordance with the relevant regulations of the securities regulatory authority where the Bank’s shares are listed, and to submit them to the Board of Directors for approval;</p> <p>(VI) Other matters authorised by the Board of Directors.</p> <p>For the purposes of these Articles, “ordinary connected transactions” shall mean transactions between the Bank and a single connected party where the value of any single transaction does not exceed one per cent of the Bank’s net capital, and where the outstanding balance of transactions between the Bank and that connected party following such transaction does not exceed five per cent of the Bank’s net capital. “Material related party transactions” refer to transactions where the single transaction amount between the Bank and a single related party exceeds one per cent of the Bank’s net capital at the end <u>of the preceding quarter</u>, or where <u>the cumulative transaction balance between the Bank and a single related party after the transaction reaches</u> or exceeds five per cent of the Bank’s net capital <u>at the end of the preceding quarter.</u></p>

Original Article	Revised Article
	<p><u>Where the cumulative transaction amount between the Bank and a related party reaches the threshold specified in the preceding paragraph, any subsequent related party transaction that cumulatively reaches 1% or more of the Bank's net capital at the end of the preceding quarter shall be reclassified as a significant related party transaction.</u></p> <p><u>General related-party transactions refer to all related-party transactions other than significant related-party transactions.</u></p>
<p>Article 177 Principal Responsibilities of the Nomination and Remuneration Committee:</p> <p>(I) To propose recommendations to the Board of Directors regarding its composition based on the Bank's operational circumstances, asset scale and shareholding structure;</p> <p>(II) To formulate selection criteria and procedures for directors and senior management personnel, and submit recommendations to the Board of Directors;</p> <p>(III) To propose candidates for Chairman and Vice-Chairman to the Board of Directors, and to review candidates for directors and senior management including President, Vice-Presidents, secretary to the Board, and Chief Financial Officer;</p> <p>(IV) To formulate remuneration policies and schemes for directors and senior management personnel, and submit recommendations to the Board of Directors;</p> <p>(V) Other matters stipulated by relevant laws, administrative regulations, departmental rules, the securities regulatory authority where the Bank's shares are listed, or as authorised by the Board of Directors.</p>	<p>Article 168 Principal Responsibilities of the Nomination and Remuneration Committee:</p> <p>(I) To propose recommendations to the Board regarding its composition based on the Bank's operational circumstances, asset scale and shareholding structure;</p> <p>(II) To formulate selection criteria and procedures for directors and senior management personnel, and submit recommendations to the Board of Directors;</p> <p>(III) To propose candidates for Chairman and Vice-Chairman to the Board of Directors, and to review and assess candidates for directors and senior management positions including President, Vice-Presidents, secretary to the Board, and Chief Financial Officer, <u>evaluating their qualifications;</u></p> <p>(IV) Draft remuneration policies and schemes—for directors and senior management personnel, propose assessment criteria to the Board, <u>conduct performance evaluations, and formulate and review policies and schemes concerning remuneration determination mechanisms, decision-making processes, payment arrangements, and clawback provisions for directors and senior management personnel;</u></p> <p>(V) <u>Review and/or approve matters relating to share schemes as described in the Hong Kong Listing Rules;</u></p> <p>(VI) Other matters stipulated by relevant laws, administrative regulations, departmental rules, securities regulatory authorities in the Bank's listing jurisdiction, or as authorised by the Board.</p>

Original Article	Revised Article
	<p data-bbox="810 293 1356 427"><u>Article 169 The Nomination and Remuneration Committee shall make recommendations to the Board of Directors on the following matters:</u></p> <p data-bbox="810 438 1356 502"><u>(I) Nominating or appointing or removing directors;</u></p> <p data-bbox="810 512 1356 576"><u>(II) Appointing or dismissing senior management personnel;</u></p> <p data-bbox="810 587 1356 651"><u>(III) Remuneration of directors and senior management personnel;</u></p> <p data-bbox="810 661 1356 825"><u>(IV) Formulating or amending equity incentive schemes and employee share ownership schemes, including the achievement of conditions for beneficiaries to receive or exercise their entitlements;</u></p> <p data-bbox="810 836 1356 970"><u>(V) Arranging shareholding schemes for directors and senior management personnel in subsidiaries proposed for spin-off;</u></p> <p data-bbox="810 981 1356 1115"><u>(VI) Other matters stipulated by laws, administrative regulations, the China Securities Regulatory Commission, and these Articles of Association.</u></p> <p data-bbox="810 1125 1356 1364"><u>Where the Board of Directors does not adopt or fully adopt the recommendations of the Nomination and Remuneration Committee, it shall record the Committee's opinions and the specific reasons for non-adoption in the Board resolution and disclose such information.</u></p>

Original Article	Revised Article
<p>Article 178 Primary responsibilities of the Consumer Rights Protection Committee:</p> <p>(I) Formulating strategies, policies and objectives for consumer rights protection work;</p> <p>(II) To guide, urge and supervise the senior management in the effective implementation and execution of relevant work, and to receive regular thematic reports from the senior management on the progress of consumer rights protection work;</p> <p>(III) To oversee and evaluate the comprehensiveness, timeliness, and effectiveness of the Bank's consumer rights protection work, as well as the relevant performance of senior management;</p> <p>(IV) Other matters authorised by the Board of Directors.</p>	<p>Article 1780 The primary responsibilities of the Consumer Rights Protection Committee shall be:</p> <p>(I) Formulating strategies, policies and objectives for consumer rights protection work;</p> <p>(II) To guide, urge and supervise senior management in the effective execution and implementation of relevant work, and to receive regular thematic reports from senior management on the progress of consumer rights protection work;</p> <p>(III) To oversee and evaluate the comprehensiveness, timeliness, and effectiveness of the Bank's consumer rights protection work, as well as the performance of senior management in this regard;</p> <p><u>(I) Submitting consumer rights protection work reports and annual reports to the Board of Directors; undertaking relevant work pursuant to Board authorisation; deliberating and deciding on related matters; and examining major issues and key policies concerning consumer rights protection;</u></p> <p><u>(II) Guide and supervise the establishment and refinement of the consumer rights protection management system, ensuring that relevant regulations align with corporate governance, corporate culture development, and business development strategies;</u></p> <p><u>(III) Supervise the comprehensiveness, timeliness, and effectiveness of senior management and the consumer rights protection department's work based on regulatory requirements and the implementation of consumer rights protection strategies, policies, objectives, and operational progress;</u></p>

Original Article	Revised Article
	<p><u>(IV) Convene regular consumer rights protection meetings to review reports from senior management and the consumer rights protection department. Examine relevant audit reports, regulatory communications, and internal assessment outcomes pertaining to consumer rights protection, urging senior management and relevant departments to promptly implement corrective measures for identified issues;</u></p> <p><u>(V) Provide guidance on major disclosures concerning consumer rights protection work;</u></p> <p>(IVVI) Other matters authorised by the Board of Directors.</p>
<p>Article 181 The Bank's Board of Directors shall establish an Office to handle the daily affairs of the Shareholders' Meeting, the Board of Directors, and the Board's various specialised committees.</p>	<p>Article 181¹⁷³ The Board of Directors shall establish an Office to handle the daily affairs of the Shareholders' Meeting, the Board of Directors, and the various specialised committees of the Board of Directors.</p>
Section V Secretary to the Board	Section V Secretary to the Board
<p>Article 185 The principal duties of the Secretary to the Board shall be:</p> <p>(I) To prepare and submit reports and documents required by competent regulatory authorities for the Board of Directors and Shareholders' Meetings;</p> <p>(II) To prepare Board meetings and Shareholders' Meetings, and to be responsible for the recording of proceedings and the safekeeping of meeting documents and minutes;</p> <p>.....</p>	<p>Article 185¹⁷⁷ The principal duties of the Secretary to the Board shall be:</p> <p>(I) Preparing and submitting reports and documents required by competent regulatory authorities for the Board of Directors and general meetings of shareholders;</p> <p>(II) To prepare board meetings and general meetings of shareholders, and to be responsible for the minutes of such meetings and the safekeeping of meeting documents and records;</p> <p>.....</p>

Original Article	Revised Article
Chapter IX President	Chapter IX^{VIII}: President
<p>Article 187 The Bank's management shall operate under a President-responsibility system. The Bank shall appoint one President and several Vice Presidents; where necessary, other senior management personnel may be appointed to assist the President.</p> <p>The President shall be proposed by the Chairman to the Board of Directors, and appointed or dismissed by the Board.</p>	<p>Article 187¹⁷⁹ The Bank's operational management shall implement a system of responsibility <u>under the leadership of the Board of Directors</u>. The Bank shall have one President and several Vice Presidents. Where necessary, other senior management personnel may be appointed to assist the President in his duties.</p> <p>The President shall be proposed by the Chairman to the Board of Directors, and appointed or dismissed by the Board of Directors.</p>
<p>Article 191 The President shall, upon request by the Board of Directors or the Board of Supervisors, report to the Board of Directors or the Board of Supervisors on the conclusion and execution of major contracts of the Bank, the utilisation of funds, and profit and loss. The President must ensure the authenticity of such reports.</p>	<p>Article 191¹⁸³ The President shall, upon request by the Board of Directors or the Board of Supervisors, report to the Board of Directors or the Board of Supervisors on the conclusion and execution of major contracts, the utilisation of funds, and the Bank's profits and losses. The President must guarantee the authenticity of such reports.</p>
Chapter X Supervisors and the Supervisory Board	Chapter X Supervisors and the Supervisory Board
Chapter XI Qualifications and Duties of Directors, Supervisors and Senior Management Personnel	Chapter XI^{IX} Qualifications and Duties of Directors, Supervisors and Senior Management Personnel
<p>Article 221 The qualifications for appointment of the Bank's directors, supervisors and senior management personnel shall comply with the provisions of laws, regulations, departmental rules, normative documents, relevant regulatory authorities and these Articles of Association. Directors and senior management personnel shall undergo qualification review by the banking regulatory authority under the State Council in accordance with the aforementioned provisions.</p>	<p>Article 221¹⁸⁹ The qualifications for appointment of directors, supervisors and senior management personnel of the Bank shall comply with the provisions of laws, regulations, departmental rules, normative documents, relevant regulatory authorities and these Articles of Association. Directors and senior management personnel shall undergo qualification review by the banking regulatory authority under the State Council in accordance with the aforementioned provisions.</p>

Original Article	Revised Article
<p>Article 222 The circumstances under which a person may not serve as a director, as set forth in Article 137 of these Articles of Association, shall also apply to senior management personnel.</p> <p>The provisions of Article 139(V)-(VII) of these Articles of Association concerning the duty of diligence of directors and Article 140 concerning the duty of loyalty of directors shall also apply to senior management personnel.</p>	<p>Article 190 The circumstances under which a person may not serve as a director as stipulated in Article 137 of these Articles of Association shall also apply to senior management personnel.</p> <p>The provisions of Article 139(V)-(VII) of these Articles concerning the duty of diligence of directors and Article 140 concerning the duty of loyalty of directors shall also apply to senior management personnel.</p> <p><u>The provisions of Article 126 of these Articles of Association concerning the management system for departing personnel shall also apply to senior management personnel.</u></p> <p><u>The provisions of these Articles concerning the fiduciary and duty of care obligations of directors shall also apply to senior management personnel.</u></p>
<p>Article 223 Persons holding administrative positions other than directors or supervisors in the Bank's controlling shareholder entity shall not serve as senior management personnel of the Bank.</p>	<p>Article 223<u>191</u> Persons holding administrative positions other than directors or supervisors in the Bank's controlling shareholder entity shall not serve as senior management personnel of the Bank.</p> <p><u>Senior management personnel of the Bank shall receive remuneration solely from the Bank and shall not be paid by the controlling shareholder.</u></p>

Original Article	Revised Article
<p>Article 224 Senior management personnel shall bear liability for compensation where they cause losses to the Bank by breaching laws, regulations, departmental rules, or the provisions of these Articles of Association while performing their duties for the Bank.</p>	<p>Article 224¹⁹² <u>Where a senior management personnel causes damage to others in the performance of their duties for the Bank, the Bank shall bear liability for compensation; where such senior management personnel acts with intent or gross negligence, they shall also bear liability for compensation.</u></p> <p>Senior management personnel shall bear liability for compensation where they violate laws, administrative regulations, departmental rules or the provisions of these Articles of Association in the performance of their duties for the Bank, thereby causing losses to the Bank.</p> <p><u>Senior management personnel shall faithfully perform their duties and safeguard the best interests of the Bank and all shareholders. Where senior management personnel fail to faithfully perform their duties or breach their fiduciary duties, thereby causing damage to the interests of the Bank and its public shareholders, they shall bear liability for compensation in accordance with the law.</u></p>
<p>Article 225 In addition to the eligibility requirements stipulated in these Articles of Association, no person shall serve as a director, supervisor, or senior management personnel of the Bank if any of the following circumstances apply:</p> <p>(I) Persons lacking full or limited capacity for civil conduct;</p> <p>(II) Having been sentenced for crimes of embezzlement, bribery, misappropriation of property, misappropriation of assets, or disruption of the socialist market economy order, where the period of execution has not yet expired for five years; or having been deprived of political rights due to criminal conviction, where the period of execution has not yet expired for five years;</p> <p>(III) Having served as a director, factory manager, or general manager of a company or enterprise during its bankruptcy liquidation, and bearing personal responsibility for its bankruptcy, where less than three years have elapsed since the completion of such liquidation;</p>	<p>Article 225¹⁹³ In addition to the eligibility requirements stipulated in these Articles of Association, no person shall serve as a director, supervisor, or senior management personnel of the Bank if they fall under any of the following circumstances:</p> <p>(I) Persons lacking full capacity for civil conduct or persons with limited capacity for civil conduct;</p> <p>(II) Having been sentenced for crimes of embezzlement, bribery, misappropriation of property, misappropriation of funds, or disruption of the socialist market economy order, where the period of execution has not yet expired for five years; or having been deprived of political rights due to criminal offences, <u>where the period of execution has not yet expired for five years, or having been granted a suspended sentence, where the probationary period has not yet expired for two years;</u></p>

Original Article	Revised Article
<p>(IV) Having served as the legal representative of a company or enterprise whose business licence was revoked or which was ordered to close due to illegal activities, and bearing personal responsibility for such actions, where less than three years have elapsed since the date of revocation of the business licence;</p> <p>(V) Where an individual has outstanding debts of a substantial amount that remain unpaid upon maturity;</p> <p>(VI) Having been subject to a securities market ban by the China Securities Regulatory Commission, where the period of such ban has not yet expired;</p> <p>(VII) Being under investigation by judicial authorities for criminal offences under the Criminal Law, where the case remains unresolved;</p> <p>(VIII) Persons prohibited by laws or regulations from holding leadership positions in enterprises;</p> <p>(IX) Not being a natural person;</p> <p>(X) Having been adjudged by relevant regulatory authorities to have violated securities regulations involving fraudulent or dishonest conduct, where less than five years have elapsed since such adjudication;</p> <p>(XI) Persons otherwise prohibited from serving as directors, supervisors, senior management personnel, or enterprise leaders under laws, regulations, departmental rules, normative documents, relevant regulatory authorities, or these Articles of Association. Any election, appointment, or engagement of directors, supervisors, or senior management personnel in contravention of this Article shall be null and void. Should any director, supervisor, or senior management personnel become subject to any circumstance described in this Article during their tenure, the Bank shall terminate their appointment.</p>	<p>(III) Having served as a director, factory manager, or general manager of a company or enterprise undergoing bankruptcy liquidation and bearing personal responsibility for its bankruptcy, where less than three years have elapsed since the completion of the bankruptcy liquidation of that company or enterprise;</p> <p>(IV) Where an individual served as the legal representative of a company or enterprise whose business licence was revoked or which was ordered to close due to unlawful conduct, and bears personal responsibility, the period shall not exceed three years from the date of revocation of the business licence <u>or the order to close</u>;</p> <p>(V) Where an individual <u>has been listed by a People's Court as a discredited person subject to enforcement due to failure to settle substantial debts upon maturity</u>;</p> <p>(VI) Where a person <u>has been subject to a securities market ban imposed by the China Securities Regulatory Commission, and the period of such ban has not yet expired</u>;</p> <p>(VII) <u>Persons publicly identified by a securities exchange as unsuitable to serve as directors or senior management personnel of listed companies, where the relevant period has not yet expired</u>;</p> <p>(VIII) <u>Persons removed from office by other commercial banks or organisations for failure to fulfil their fiduciary duties</u>;</p> <p>(IX) <u>Individuals employed by shareholders or shareholder entities whose loans from this Bank (excluding loans secured by bank certificates of deposit or government bonds) exceed the audited net equity value of their holdings in the preceding year</u>;</p> <p>(X) <u>Individuals employed by persons or enterprises with overdue loans outstanding to the Bank</u>;</p>

Original Article	Revised Article
	<p>(XI) Persons under investigation by judicial authorities for criminal offences where proceedings remain unresolved;</p> <p>(XII) Persons prohibited by laws or regulations from holding leadership positions in enterprises;</p> <p>(XIII) Non-natural persons;</p> <p>(XIV) Persons who have been adjudged by relevant regulatory authorities to have violated securities regulations involving fraudulent or dishonest conduct, where less than five years have elapsed since such adjudication;</p> <p>(XV) Persons otherwise prohibited by laws, regulations, departmental rules, normative documents, relevant regulatory authorities, or this Articles of Association from serving as directors, supervisors, senior management personnel, or other enterprise leaders. Any election, appointment, or engagement of directors, supervisors, <u>or</u> senior management personnel in contravention of this Article shall be null and void. <u>Should</u> any director; supervisor, or senior management personnel become subject to any circumstance described herein during their tenure, the Bank <u>shall terminate their position and cease their duties.</u></p>
<p>Article 226 The validity of acts performed by directors or senior management on behalf of the Bank towards bona fide third parties shall not be affected by any non-compliant conduct in their appointment, election, or qualifications.</p>	<p>Article 226 The validity of acts performed by directors and senior management on behalf of the Bank towards bona fide third parties shall not be affected by any non-compliant conduct in their appointment, election or qualifications.</p>

Original Article	Revised Article
<p>Article 227 In addition to the obligations stipulated by laws, regulations, relevant regulatory authorities, and these Articles of Association, directors, supervisors, and senior management personnel of the Bank shall, in exercising the powers conferred upon them by the Bank, also owe the following obligations to each shareholder:</p> <p>(I) not to cause the Bank to exceed the scope of business specified in its business licence;</p> <p>(II) To act in good faith with the Bank's best interests as their primary consideration;</p> <p>(III) Not to deprive the Bank of its property in any form, including but not limited to opportunities beneficial to the Bank;</p> <p>(IV) Not to deprive shareholders of their individual rights, including (but not limited to) distribution rights and voting rights, except in relation to the Bank's reorganisation submitted to the shareholders' meeting for approval in accordance with these Articles of Association.</p>	<p>Article 227¹⁹⁴ In addition to the obligations prescribed by laws, regulations, relevant regulatory authorities, and these Articles of Association, the directors, supervisors, and senior management of the Bank shall, in exercising the powers conferred upon them by the Bank, also owe the following obligations to each shareholder:</p> <p>(I) Not to cause the Bank to exceed the scope of business specified in its business licence;</p> <p>(II) to act in good faith and with the Bank's best interests as their primary consideration;</p> <p>(III) Not to deprive the Bank of its property in any form, including but not limited to opportunities beneficial to the Bank;</p> <p>(IV) Not to deprive shareholders of their individual rights, including (but not limited to) distribution rights and voting rights, except in relation to the Bank's reorganisation submitted to the shareholders' meeting for approval in accordance with these Articles of Association.</p>
<p>Article 228 Directors, supervisors and senior management personnel of the Bank shall each be responsible for exercising their rights or performing their duties with the care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.</p>	<p>Article 228 The directors, supervisors, and senior management personnel of the Bank shall each bear the responsibility to act with the care, diligence, and skill that a reasonably prudent person would exercise in similar circumstances when exercising their rights or performing their duties.</p>

Original Article	Revised Article
<p>Article 229 In discharging their duties, directors, supervisors and senior management personnel of the Bank must observe the principle of good faith and shall not place themselves in a position where their own interests may conflict with the duties they undertake. This principle includes (but is not limited to) the fulfilment of the following obligations:</p> <p>(I) acting in good faith with the Bank's best interests as their primary consideration;</p> <p>(II) Exercising their powers within the scope of their authority and not exceeding their powers;</p> <p>(III) Exercising discretionary powers personally without manipulation by others; such powers shall not be delegated to others except where permitted by law or regulations, or with the informed consent of the shareholders' meeting;</p> <p>(IV) Treating shareholders of the same class equally and shareholders of different classes fairly;</p> <p>(V) Not to enter into contracts, transactions, or arrangements with the Bank, except as otherwise provided in these Articles or with the informed approval of the shareholders' meeting;</p> <p>(VI) Not to utilise the Bank's assets in any form for personal gain without the informed consent of the shareholders' meeting;</p> <p>(VII) shall not accept bribes or other unlawful income by virtue of their position, nor shall they appropriate the Bank's property in any form, including (but not limited to) opportunities advantageous to the Bank;</p> <p>(VIII) Accept no commission in connection with transactions with the Bank without the informed consent of the shareholders' meeting;</p>	<p>Article 229 Directors, supervisors and senior management personnel of the Bank shall, in the performance of their duties, adhere to the principle of integrity and shall not place themselves in a position where their own interests may conflict with their obligations. This principle includes (but is not limited to) the fulfilment of the following obligations:</p> <p>(I) acting sincerely in the best interests of the Bank;</p> <p>(II) Exercising authority within the scope of their powers and not exceeding their authority;</p> <p>(III) Exercising their discretionary powers personally and not being manipulated by others; such powers shall not be delegated to others for exercise except as permitted by laws and regulations or with the informed consent of the shareholders' meeting;</p> <p>(IV) Treating shareholders of the same class equally and shareholders of different classes fairly;</p> <p>(V) Not to enter into contracts, transactions, or arrangements with the Bank, except as otherwise provided in these Articles or with the informed approval of the shareholders' meeting;</p> <p>(VI) Not to utilise the Bank's assets in any form for personal gain without the informed consent of the shareholders' meeting;</p> <p>(VII) shall not accept bribes or other unlawful income by virtue of their position, nor shall they appropriate the Bank's property in any form, including (but not limited to) opportunities advantageous to the Bank;</p> <p>(VIII) Accept no commission in connection with transactions with the Bank without the informed consent of the shareholders' meeting;</p>

Original Article	Revised Article
<p>(IX) Comply with these Articles of Association, faithfully perform duties, safeguard the Bank's interests, and refrain from exploiting their position or authority within the Bank for personal gain;</p> <p>(X) Not to compete with the Bank in any form without the informed consent of the shareholders' meeting;</p> <p>(XI) Shall not misappropriate the Bank's funds or unlawfully lend such funds to others; shall not deposit the Bank's assets in accounts opened in their personal name or any other name; and shall not unlawfully provide guarantees for the debts of the Bank's shareholders or other individuals using the Bank's assets;</p> <p>(XII) Without the informed consent of the shareholders' meeting, shall not disclose confidential information concerning the Bank obtained during their tenure; nor shall they utilise such information unless for the benefit of the Bank. However, such information may be disclosed to the court or other relevant regulatory authorities under the following circumstances:</p> <ol style="list-style-type: none"> 1. Where required by law; 2. Where required in the public interest; 3. Where required to protect the interests of the director, supervisor, or senior management personnel themselves. 	<p>(IX) Comply with these Articles of Association, faithfully perform duties, safeguard the Bank's interests, and refrain from exploiting their position or authority within the Bank for personal gain;</p> <p>(X) Not to compete with the Bank in any form without the informed consent of the shareholders' meeting;</p> <p>(XI) Shall not misappropriate the Bank's funds or unlawfully lend such funds to others; shall not deposit the Bank's assets in accounts opened in their personal name or any other name; and shall not unlawfully provide guarantees for the debts of the Bank's shareholders or other individuals using the Bank's assets;</p> <p>(XII) Without the informed consent of the shareholders' meeting, shall not disclose confidential information concerning the Bank obtained during their tenure; nor shall they utilise such information unless for the benefit of the Bank. However, such information may be disclosed to the court or other relevant regulatory authorities under the following circumstances:</p> <ol style="list-style-type: none"> 1. Where required by law; 2. Where required in the public interest; 3. Where required to protect the interests of the director, supervisor, or senior management personnel themselves.

Original Article	Revised Article
<p>Article 230 Directors, supervisors, and senior management personnel of the Bank shall not direct the following persons or institutions (hereinafter referred to as “related parties”) to perform acts that directors, supervisors, or senior management personnel themselves are prohibited from performing:</p> <p>(I) The spouse or minor children of the directors, supervisors or senior management personnel of the Bank;</p> <p>(II) Trustees of directors, supervisors, senior management personnel of the Bank or persons referred to in subparagraph (I) of this Article;</p> <p>(III) Partners of directors, supervisors, or senior management personnel of the Bank, or of persons referred to in subparagraphs (I) or (II) of this Article;</p> <p>(IV) Companies de facto solely controlled by directors, supervisors or senior management of the Bank, or companies de facto jointly controlled by such persons and persons referred to in subparagraphs (I), (II) or (III) of this Article, or other directors, supervisors or senior management of the Bank;</p> <p>(V) Directors, supervisors, and senior management personnel of companies controlled as referred to in subparagraph (IV) of this Article.</p>	<p>Article 230 Directors, supervisors, and senior management personnel of the Bank shall not direct the following persons or institutions (hereinafter referred to as “related persons”) to perform acts that directors, supervisors, or senior management personnel are prohibited from performing:</p> <p>(I) The spouse or minor children of the Bank’s directors, supervisors, or senior management personnel;</p> <p>(II) Trustees of directors, supervisors, senior management personnel of the Bank, or persons referred to in subparagraph (I) of this Article;</p> <p>(III) Partners of directors, supervisors, senior management personnel of the Bank, or persons referred to in subparagraphs (I) and (II) of this Article;</p> <p>(IV) Companies de facto solely controlled by directors, supervisors or senior management of the Bank, or companies de facto jointly controlled by such persons and persons referred to in subparagraphs (I), (II) or (III) of this Article, or other directors, supervisors or senior management of the Bank;</p> <p>(V) Directors, supervisors, and senior management personnel of companies controlled as referred to in subparagraph (IV) of this Article.</p>

Original Article	Revised Article
<p>Article 231 The fiduciary duties of the Bank's directors, supervisors and senior management personnel shall not necessarily terminate upon the expiry of their terms of office. Their obligation to maintain confidentiality regarding the Bank's trade secrets shall remain effective after the termination of their terms. The duration of other obligations shall be determined according to principles of fairness, taking into account the length of time between the occurrence of the relevant event and the departure, as well as the circumstances and conditions under which the relationship with the Bank ended.</p>	<p>Article 231¹⁹⁵ The fiduciary duties of the Bank's directors, supervisors, and senior management personnel shall not necessarily terminate upon the conclusion of their term of office. Their obligation to maintain the confidentiality of the Bank's trade secrets shall remain effective after the conclusion of their term of office <u>until such secrets become public information</u>. The duration of other obligations shall be determined in accordance with principles of fairness, taking into account the length of time between the occurrence of the event and the departure, as well as the circumstances and conditions under which the relationship with the Bank ended.</p>
<p>Article 232 Liability incurred by directors, supervisors, and senior management personnel of the Bank for breach of a specific obligation may be released by the shareholders' meeting with full knowledge of the circumstances, except in the cases provided for in Article 68 of these Articles of Association.</p>	<p>Article 232 Liability incurred by directors, supervisors, or senior management personnel of the Bank for breach of a specific obligation may be discharged by the shareholders' meeting upon full disclosure, except in circumstances stipulated in Article 68 of these Articles of Association.</p>

Original Article	Revised Article
<p>Article 233 Where a director of the Bank or any of his associates, a supervisor, or a senior management personnel has a material interest, directly or indirectly, in a contract, transaction, or arrangement entered into or contemplated by the Bank (excluding the employment contract between the Bank and the director, supervisor, or senior management personnel), he shall promptly disclose to the Board the nature and extent of his interest, irrespective of whether the matter would ordinarily require the Board's approval.</p> <p>Unless the interested director, supervisor or senior management personnel of the Bank has disclosed such interest to the Board in accordance with the preceding paragraph and the Board has approved the matter at a meeting where such person was not counted in the quorum and did not participate in the vote, the Bank shall have the right to rescind the contract, transaction or arrangement, except where the counterparty is a bona fide party unaware of the breach of duty by the relevant director, supervisor or senior management personnel.</p> <p>Where a person connected with a director, supervisor or senior management personnel of the Bank has an interest in a contract, transaction or arrangement, the relevant director, supervisor or senior management personnel shall also be deemed to have an interest.</p>	<p>Article 233 Where a director of the Bank or any of his/her associates, a supervisor, or a senior management personnel has a material interest, directly or indirectly, in a contract, transaction, or arrangement that the Bank has entered into or plans to enter into (excluding the employment contract between the Bank and the director, supervisor, or senior management personnel), he/she shall promptly disclose to the Board the nature and extent of such interest, irrespective of whether the matter would ordinarily require the Board's approval.</p> <p>Unless the interested director, supervisor or senior management personnel of the Bank has disclosed such interest to the Board in accordance with the preceding paragraph, and the Board has approved the matter at a meeting where such person was not counted in the quorum and did not participate in the vote, the Bank shall have the right to rescind the contract, transaction or arrangement, except where the counterparty is a bona fide party unaware of the breach of duty by the relevant director, supervisor or senior management personnel.</p> <p>Where a person related to a director, supervisor or senior management personnel of the Bank has an interest in a contract, transaction or arrangement, the relevant director, supervisor or senior management personnel shall also be deemed to have an interest.</p>

Original Article	Revised Article
<p>Article 234 Where a director, supervisor or senior management personnel of the Bank notifies the Board of Directors or the Board of Supervisors in writing prior to the Bank's initial consideration of entering into a relevant contract, transaction or arrangement, stating that the Bank's subsequent contract, transaction or arrangement will involve an interest relationship with them due to the matters set out in the notice, such director, supervisor or senior management personnel shall be deemed to have made the disclosure required by the preceding article of this Chapter within the scope specified in the notice.</p>	<p>Article 234 Where a director, supervisor or senior management personnel of the Bank notifies the Board of Directors or the Board of Supervisors in writing prior to the Bank's initial consideration of entering into a relevant contract, transaction or arrangement, stating that due to the matters set out in the notification, the Bank's subsequent contract, transaction or arrangement will involve an interest relationship with them, such director, supervisor or senior management personnel shall be deemed to have made the disclosure required under the preceding article of this Chapter within the scope specified in the notification.</p>
<p>Article 235 The Bank shall not pay taxes on behalf of its directors, supervisors or senior management personnel in any manner whatsoever.</p>	<p>Article 235 The Bank shall not pay taxes on behalf of its directors, supervisors or senior management personnel in any manner whatsoever.</p>
<p>Article 236 The Bank shall not directly or indirectly provide loans or loan guarantees to directors, supervisors or senior management personnel of the Bank or its parent company; nor shall it provide loans or loan guarantees to persons related to the aforementioned individuals.</p> <p>The foregoing provision shall not apply to the following circumstances:</p> <p>(I) Where the Bank provides loans to its subsidiaries or provides loan guarantees for its subsidiaries;</p> <p>(II) Where the Bank provides loans, loan guarantees or other funds to its directors, supervisors or senior management personnel pursuant to an employment contract approved by the shareholders' meeting, to enable them to pay expenses incurred for the purposes of the Bank or in the performance of their duties;</p> <p>(III) The Bank may provide loans or loan guarantees to relevant directors, supervisors, senior management personnel and their related parties, provided that such loans or loan guarantees are granted on normal commercial terms.</p>	<p>Article 236 The Bank shall not directly or indirectly provide loans or loan guarantees to directors, supervisors, or senior management personnel of the Bank or its parent company; nor shall it provide loans or loan guarantees to persons related to the aforementioned individuals.</p> <p>The foregoing provisions shall not apply to the following circumstances:</p> <p>(I) Where the Bank provides loans to its subsidiaries or provides loan guarantees for its subsidiaries;</p> <p>(II) Where the Bank provides loans, loan guarantees or other funds to its directors, supervisors or senior management personnel pursuant to an employment contract approved by the shareholders' meeting, to enable them to pay expenses incurred for the purposes of the Bank or in the performance of their duties;</p> <p>(III) The Bank may extend loans or loan guarantees to relevant directors, supervisors, senior management personnel and their related parties, provided that such loans or loan guarantees are granted on normal commercial terms.</p>

Original Article	Revised Article
	<p><u>Article 196</u> The Bank shall not extend unsecured loans to related parties; the terms for secured loans extended to related parties shall not be more favourable than those for similar loans extended to other borrowers.</p> <p>The term “related parties” as referred to in the preceding paragraph means:</p> <p>(I) Directors, managers, credit officers of the Bank and their close relatives;</p> <p>(II) Companies, enterprises, and other economic organisations in which the persons listed in the preceding item have invested or hold senior management positions.</p>
<p>Article 237 Where the Bank provides loans in contravention of the preceding Article, the recipient shall immediately repay the funds, irrespective of the loan terms.</p> <p>Loan guarantees provided by the Bank in contravention of the first paragraph of the preceding Article shall not be enforceable against the Bank; except in the following circumstances:</p> <p>(I) Where the lender was unaware that the loan was provided to a relevant person of a director, supervisor, or senior management personnel of the Bank or its parent company;</p> <p>(II) Where the collateral provided by the Bank has been lawfully sold by the lender to a bona fide purchaser.</p>	<p>Article 237<u>197</u> Where the Bank provides loans in contravention of the preceding Article, the recipient of the funds shall immediately repay them, irrespective of the loan terms.</p> <p>Loan guarantees provided by the Bank in contravention of the first paragraph of the preceding Article shall not be enforceable against the Bank; except in the following circumstances:</p> <p>(I) Where the loan is provided to a related party of a director, supervisor or senior management personnel of the Bank or its parent company, and the lender was unaware of such relationship;</p> <p>(II) where the collateral provided by the Bank has been lawfully sold by the lender to a bona fide purchaser.</p>
<p>Article 238 The term “guarantee” as used in the preceding provisions of this Chapter shall include the act of a guarantor assuming liability or providing property to secure the performance of obligations by the obligor.</p>	<p>Article 238 The term “guarantee” as used in the preceding provisions of this Chapter shall include the act of a guarantor assuming liability or providing property to secure the performance of obligations by the obligor.</p>

Original Article	Revised Article
<p>Article 239 Where directors, supervisors or senior management personnel of the Bank breach their obligations to the Bank, in addition to the rights and remedies provided for by laws and regulations, the Bank shall have the right to take the following measures:</p> <p>(I) To require the relevant directors, supervisors, or senior management personnel to compensate the Bank for losses incurred due to their dereliction of duty;</p> <p>(II) Rescind any contract or transaction entered into by the Bank with the relevant directors, supervisors, or senior management personnel, as well as any contract or transaction entered into by the Bank with a third party (where such third party knew or ought reasonably to have known that the directors, supervisors, or senior management personnel representing the Bank had breached their obligations to the Bank);</p> <p>(III) Require the relevant directors, supervisors, and senior management personnel to surrender any benefits obtained through breach of duty;</p> <p>(IV) Recover sums received by the relevant directors, supervisors or senior management personnel that should have been received by the Bank, including (but not limited to) commissions;</p> <p>(V) Require the relevant directors, supervisors, or senior management personnel to return interest earned or potentially earned on sums that should have been remitted to the Bank.</p>	<p>Article 239 Where directors, supervisors or senior management personnel breach their obligations to the Bank, in addition to the rights and remedies provided for by laws and regulations, the Bank shall have the right to take the following measures:</p> <p>(I) Demand that the relevant directors, supervisors, or senior management personnel compensate the Bank for losses incurred due to their dereliction of duty;</p> <p>(II) Rescind any contract or transaction entered into by the Bank with the relevant directors, supervisors or senior management personnel, as well as any contract or transaction entered into by the Bank with a third party (where such third party knew or ought reasonably to have known that the directors, supervisors or senior management personnel representing the Bank had breached their obligations to the Bank);</p> <p>(III) Require the relevant directors, supervisors, and senior management personnel to surrender any benefits obtained through breach of duty;</p> <p>(IV) Recover sums received by the relevant directors, supervisors or senior management personnel that should have been received by the Bank, including (but not limited to) commissions;</p> <p>(V) Requiring the relevant directors, supervisors, or senior management personnel to return interest earned or potentially earned on sums that should have been remitted to the Bank.</p>

Original Article	Revised Article
<p>Article 240 The Bank shall enter into written contracts with its directors and supervisors regarding remuneration matters, subject to prior approval by the shareholders' meeting. Such remuneration matters include:</p> <p>(I) Remuneration as directors, supervisors or senior management personnel of the Bank;</p> <p>(II) Remuneration as directors, supervisors or senior management personnel of the Bank's subsidiaries;</p> <p>(III) remuneration for providing other services in the management of the Bank and its subsidiaries;</p> <p>(IV) compensation received by such directors or supervisors upon loss of office or retirement.</p> <p>Save as provided in the aforementioned contracts, directors and supervisors shall not bring legal proceedings against the Bank in respect of the benefits to which they are entitled under the foregoing matters.</p>	<p>Article 240 The Bank shall enter into written contracts with its directors and supervisors regarding remuneration matters, subject to prior approval by the shareholders' meeting. Such remuneration matters shall include:</p> <p>(I) Remuneration as directors, supervisors or senior management personnel of the Bank;</p> <p>(II) Remuneration as directors, supervisors or senior management personnel of the Bank's subsidiaries;</p> <p>(III) remuneration for providing other services in the management of the Bank and its subsidiaries;</p> <p>(IV) compensation received by such directors or supervisors upon loss of office or retirement.</p> <p>Save as provided in the aforementioned contracts, directors and supervisors shall not bring legal proceedings against the Bank in respect of the benefits to which they are entitled under the foregoing matters.</p>

Original Article	Revised Article
<p>Article 241 Contracts concerning remuneration matters entered into between the Bank and its directors or supervisors shall stipulate that, upon the Bank being acquired, such directors or supervisors shall be entitled to receive compensation or other payments for loss of office or retirement, subject to prior approval by the shareholders' meeting. The term "acquisition of the Bank" as referred to in the preceding paragraph shall mean any of the following circumstances:</p> <p>(I) any person making a takeover bid to all shareholders;</p> <p>(II) any person makes a takeover bid with the intention of becoming the controlling shareholder.</p> <p>Should any director or supervisor fail to comply with the provisions of this Article, any sums received by them shall belong to those persons who sold their shares as a result of accepting the aforementioned offer. Such director or supervisor shall bear the costs incurred in distributing such sums pro rata, which shall not be deducted from the sums in question.</p>	<p>Article 241 Contracts concerning remuneration matters entered into by the Bank with its directors and supervisors shall stipulate that, upon the Bank being acquired, such directors and supervisors shall be entitled, subject to prior approval by the shareholders' meeting, to compensation or other payments due to loss of office or retirement. The acquisition of the Bank referred to in the preceding paragraph shall mean any of the following circumstances:</p> <p>(I) any person making a takeover bid to all shareholders;</p> <p>(II) any person makes a takeover bid with the intention of becoming the controlling shareholder.</p> <p>Should any director or supervisor fail to comply with the provisions of this Article, any sums received by them shall belong to those persons who sold their shares as a result of accepting the aforementioned offer. Such director or supervisor shall bear the costs incurred in distributing such sums pro rata, which shall not be deducted from the sums in question.</p>
<p>CHAPTER XII FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT</p>	<p>Chapter XII Financial, Accounting Systems, Profit Distribution and Auditing</p>
<p>Section I Financial Accounting System and Profit Distribution</p>	<p>Section I Financial Accounting System and Profit Distribution</p>
<p>Article 242 The Bank shall establish its financial and accounting system in accordance with laws, regulations and the provisions of relevant state authorities, and shall disclose financial and accounting reports to shareholders, directors and supervisors.</p>	<p>Article 242<u>198</u> The Bank shall establish its financial accounting system in accordance with laws, regulations, and the provisions of relevant state authorities, and shall disclose financial accounting reports to shareholders, <u>and</u> directors, <u>and</u> supervisors.</p>

Original Article	Revised Article
<p>Article 243 The accounting year of this bank is the calendar year, from January 1 to December 31. The bank shall prepare the annual financial accounting report within four months from the end of each accounting year, the semi-annual financial accounting report within two months from the end of the first six months of each accounting year, and the quarterly financial accounting report within one month from the end of the first three and nine months of each accounting year. These reports shall be submitted to the regulatory authorities, including the dispatched agencies of the State Council's securities regulatory body and the stock exchanges, in accordance with the law.</p> <p>Where the securities regulatory authority of the place where the Bank's shares are listed has separate provisions, such provisions shall prevail.</p> <p>The Board of Directors shall present to shareholders at each Annual General Meeting the financial accounting reports required to be prepared by the Bank under relevant laws, regulations, departmental rules, and normative documents.</p> <p>The Board of Directors shall, at least twenty days prior to the convening of the Annual General Meeting, make available for inspection by shareholders the Bank's audited financial accounting reports at the Board of Directors' Office. Each shareholder of the Bank shall be entitled to receive the financial accounting reports referred to in this Chapter.</p> <p>Unless otherwise provided in these Articles, the Bank shall, at least twenty-one days prior to the Annual General Meeting, dispatch the aforementioned reports together with the Board of Directors' report by postage-paid mail to each shareholder of overseas-listed shares, addressed to the address registered in the shareholder register. Where the securities regulatory authority of the place where the Bank's shares are listed has made separate provisions, such provisions shall prevail.</p>	<p>Article 243199 The Bank's accounting year shall be the calendar year, namely from 1 January to 31 December. The Bank shall prepare the annual financial accounting report within four months of the end of each financial year, its half-yearly financial accounting-interim report within two months of the end of the first six months of each financial year, and its quarterly financial accounting reports within one month of the end of the first three months and the first nine months of each financial year. These reports shall be submitted to the relevant state authorities, including the local offices of the State Council's securities regulatory authority and the stock exchange, in accordance with the law.</p> <p>Where the securities regulatory authority of the place where the Bank's shares are listed has separate provisions, such provisions shall prevail.</p> <p>The Board of Directors shall present to shareholders at each Annual General Meeting the financial accounting reports required to be prepared by the Bank under relevant laws, regulations, departmental rules, and normative documents.</p> <p>The Board of Directors shall, at least twenty days prior to the convening of the Annual General Meeting, make available for inspection by shareholders the Bank's audited financial accounting reports at the Board of Directors' Office. Each shareholder of the Bank shall be entitled to receive the financial accounting reports referred to in this Chapter.</p> <p>Unless otherwise provided in these Articles, the Bank shall, at least twenty-one days prior to the Annual General Meeting, dispatch the aforementioned report together with the Board of Directors' report by postage-paid mail to each shareholder of overseas-listed shares, addressed to the address registered in the Shareholders' Register. <u>Such dispatch shall be made to H-share shareholders in a manner compliant with the Hong Kong Listing Rules.</u> Where the securities regulatory authority of the Bank's listing jurisdiction prescribes otherwise, such provisions shall prevail.</p>

Original Article	Revised Article
<p>Article 247 The Bank shall not maintain any accounting books other than those required by law.</p> <p>The Bank's assets shall not be deposited in accounts opened in any individual's name.</p>	<p>Article 247203²⁰³. The Bank shall not maintain <u>any accounting books or records</u> other than those required by law. <u>The Bank's assets</u> shall not be deposited in accounts opened in the name of any individual.</p>
<p>Article 250</p> <p>Where the Bank's statutory reserve is insufficient to cover losses incurred in prior years, such losses shall first be offset against the current year's profits before the statutory reserve is extracted in accordance with the preceding paragraph. Following extraction of the statutory reserve, the decision to extract any discretionary reserve shall be made by the shareholders' meeting.</p> <p>Where the general meeting of shareholders contravenes the preceding paragraph by distributing profits to shareholders before the Bank has covered losses and extracted the statutory reserve fund, shareholders must return the unlawfully distributed profits to the Bank.</p> <p>The Bank's reserves shall be used to cover losses, expand the scale of operations, or be converted to increase the registered capital. However, capital reserves shall not be used to cover the Bank's losses.</p> <p>Shares held by the Bank in itself shall not participate in profit distribution.</p>	<p>Article 250206²⁰⁶</p> <p>Where the Bank's statutory reserve is insufficient to cover losses from prior years, losses shall first be covered by the current year's profits before making the statutory reserve extraction as stipulated in the preceding paragraph. Following extraction of the statutory reserve, the decision to extract discretionary reserves shall be made by the shareholders' meeting.</p> <p>Where the shareholders' meeting contravenes the preceding provision by distributing profits to shareholders as <u>stipulated in the Company Law before the Bank has covered losses and made statutory reserve allocations</u>, shareholders must return the unlawfully distributed profits <u>to the Bank</u>. <u>Where losses are incurred by the Bank, shareholders and directors or senior management personnel bearing responsibility shall be liable for compensation.</u></p> <p>The Bank's reserves shall be used to offset losses, expand the scale of operations, or be converted to increase the registered capital. However, capital reserves shall not be used to offset the Bank's losses.</p> <p><u>When utilising reserves to cover losses, discretionary reserves and statutory reserves shall be employed first; should these prove insufficient, capital reserves may be utilised in accordance with regulations.</u></p> <p>Shares held by the Bank in itself shall not participate in profit distribution.</p>

Original Article	Revised Article
<p>Article 251 When converting statutory reserves into capital, the retained portion of such reserves shall not be less than twenty-five per cent of the Bank's registered capital prior to the conversion.</p>	<p>Article—251<u>207</u> When converting statutory reserves to <u>increase registered</u> capital, the retained portion of such reserves shall not be less than twenty-five per cent of the Bank's registered capital prior to the conversion.</p>
<p>Article 252 The profit distribution policy for the Bank's ordinary shareholders shall be as follows:</p> <p>.....</p> <p>2. Specific conditions and ratios for the Bank's cash dividends: Should the Bank's capital adequacy ratio fall below the minimum standard required by national regulatory authorities, cash dividends shall generally not be distributed to shareholders for that year. Provided the capital adequacy ratio meets regulatory requirements, the Bank may distribute cash dividends from distributable profits realised in each financial year after legally offsetting losses, extracting reserves, general provisions, and paying preferred share dividends. The cumulative cash dividends distributed to the Bank's ordinary shareholders over the most recent three years shall not be less than thirty per cent of the average annual distributable profits attributable to ordinary shareholders over the same period. The specific annual cash dividend ratio shall be determined by the Bank in accordance with relevant laws, regulations, normative documents, the provisions of these Articles of Association, and the Bank's operational circumstances, and shall be subject to approval by the Bank's Shareholders' Meeting.</p> <p>.....</p> <p>4. The Bank's Board of Directors shall formulate differentiated cash dividend policies in accordance with the procedures stipulated in the Bank's Articles of Association, taking into comprehensive consideration factors such as the characteristics of the industry in which the Bank operates, its stage of development, its business model, its profitability, and whether there are any significant capital expenditure arrangements. Such policies shall be differentiated according to the following circumstances:</p> <p>.....</p>	<p>Article 252<u>208</u> The profit distribution policy for ordinary shareholders of the Bank shall be as follows:</p> <p>.....</p> <p>2. Specific conditions and ratios for the Bank's cash dividends: Should the Bank's capital adequacy ratio fall below the minimum standard required by national regulatory authorities, cash dividends shall generally not be distributed to shareholders for that year. Provided that the capital adequacy ratio meets regulatory requirements, cash dividends may be distributed in any year where distributable profits remain after legally offsetting losses, extracting reserves, general provisions, and paying preferred share dividends. The cumulative cash dividends distributed to the Bank's ordinary shareholders over the preceding three years shall not be less than thirty per cent of the average annual distributable profits attributable to ordinary shareholders during that period. The specific annual cash dividend ratio shall be determined by the Bank in accordance with relevant laws, regulations, normative documents, the provisions of these Articles of Association, and the Bank's operational circumstances, and shall be subject to approval by the Bank's Shareholders' Meeting.</p> <p>.....</p> <p>4. The Bank's Board of Directors shall formulate differentiated cash dividend policies in accordance with the procedures stipulated in the Bank's Articles of Association, taking into comprehensive consideration the characteristics of the industry in which the Bank operates, its stage of development, its business model, profitability, <u>debt repayment capacity</u>, and whether there are significant capital expenditure arrangements <u>and investor returns</u>. Such policies shall be differentiated according to the following circumstances:</p> <p>.....</p>

Original Article	Revised Article
<p>(III) Deliberation Procedures for Profit Distribution:</p> <p>1. When formulating profit distribution proposals, the Bank’s Board of Directors shall thoroughly research and deliberate matters including the timing, conditions, minimum ratio, adjustment criteria, and decision-making procedures for cash dividends. Independent directors shall issue explicit opinions. Independent directors may solicit views from minority shareholders, propose dividend resolutions, and submit them directly to the Board for deliberation. Prior to the shareholders’ meeting deliberating on specific cash dividend proposals, the Bank shall proactively engage with shareholders, particularly minority shareholders, through multiple channels to fully hear their views and requirements, and promptly address their concerns. The Bank’s Supervisory Board shall oversee the Board of Directors’ formulation of profit distribution proposals and decision-making procedures.</p> <p>2. Should the Bank meet the conditions for cash dividends but fail to propose a cash dividend scheme, or where the cumulative cash dividends distributed over the preceding three years fall below thirty per cent of the average annual distributable profits realised during that period, the Board shall provide a special explanation detailing the specific reasons for not distributing cash dividends, the precise purpose of the retained earnings, and the projected investment returns. Following the independent directors’ opinions, this shall be submitted to the shareholders’ meeting for deliberation and disclosed on the Bank’s designated media. The Bank shall provide shareholders with online voting facilities for this purpose.</p>	<p>(III) Deliberation Procedures for Profit Distribution:</p> <p>1. When formulating profit distribution proposals, the Bank’s Board of Directors shall thoroughly research and deliberate matters including the timing, conditions, minimum ratio, adjustment criteria, and decision-making procedures for cash dividends. <u>Where independent directors shall issue explicit opinions consider that a specific cash dividend proposal may prejudice the interests of the Bank or its minority shareholders, they shall have the right to issue an independent opinion. Independent directors may solicit view from minority shareholders, propose dividend resolutions, and submit them directly to the Board for deliberation. Where the Board does not adopt, or does not fully adopt, the opinions of independent directors, it shall record the independent directors’ opinions and the specific reasons for non-adoption in the Board resolution and disclose them.</u> Prior to the shareholders’ meeting deliberating on the specific cash dividend proposal, the Bank shall proactively engage with shareholders, particularly minority shareholders, through multiple channels to fully hear their views and requirements, and promptly address their concerns. The Bank’s Audit Committee shall oversee the Board’s formulation of the profit distribution plan and its decision-making procedures.</p> <p><u>When convening the Annual shareholders’ meeting to deliberate on the annual profit distribution plan, the Bank may consider and approve the conditions, maximum ratio, and maximum amount for interim cash dividends in the following year. The maximum amount for interim dividends in the following year deliberated at the Annual shareholders’ meeting shall not exceed the net profit attributable to the Bank’s shareholders for the corresponding period. The Board of Directors shall formulate specific interim dividend plans in accordance with the resolution of the shareholders’ meeting, subject to the conditions for profit distribution.</u></p>

Original Article	Revised Article
<p>(IV) Explanation for Non-Distribution of Cash Dividends: The Bank shall disclose its profit distribution proposal for the relevant year in its annual report. Where the Bank has generated profits during the reporting period, but the Board of Directors has not proposed a cash dividend distribution plan, the reasons shall be disclosed in the periodic report, detailing the causes for non-distribution and the purpose for retaining the funds not used for dividends within the Bank. The independent directors shall issue an independent opinion on this matter.</p> <p>(V) Adjustment of Profit Distribution Policy: The Bank may adjust its profit distribution policy in the event of force majeure such as war or natural disasters, significant changes in the Bank’s external operating environment substantially affecting its production and operations, or major alterations in the Bank’s own operational circumstances. When adjusting the profit distribution policy, the Board of Directors shall prepare a special report detailing the rationale for the adjustment. This written justification shall be reviewed by the independent directors before submission to the shareholders’ meeting. Approval requires a vote in favour by shareholders holding more than two-thirds of the voting rights present at the meeting. The Bank shall provide online voting facilities for shareholders. When deliberating policy changes to the profit distribution scheme, the shareholders’ meeting shall give due consideration to the views of minority shareholders.</p> <p>.....</p>	<p>2. Should the Bank meet the conditions for cash dividends but fail to propose a cash dividend scheme, or should the cumulative profits distributed in cash over the preceding three years fall below thirty per cent of the average annual distributable profits realised during that period, the Board of Directors shall provide a special explanation regarding the specific reasons for not distributing cash dividends, the precise purpose of the Bank’s retained earnings, and the projected investment returns. Following the independent directors’ opinions, this shall be submitted to the shareholders’ meeting for deliberation and disclosed on the Bank’s designated media. The Bank shall provide shareholders with online voting facilities for this purpose.</p> <p>(IV) Reasons for Not Distributing Cash Profits: The Bank shall disclose the profit distribution proposal for the relevant year in its annual report. Where the Bank has made a profit during the reporting period, but the Board of Directors has not proposed a cash profit distribution, the reasons shall be disclosed in the Board announcement approving the annual report in periodic report. This shall include a detailed explanation of the reasons for not distributing dividends, the purpose for retaining the funds not used for dividends within the Bank, <u>and the next steps proposed to enhance investor returns.</u> The independent directors shall issue an independent opinion on this matter.</p> <p>(V) Adjustment of Profit Distribution Policy: The Bank may adjust its profit distribution policy in the event of force majeure such as war or natural disasters, significant changes in the Bank’s external operating environment that materially impact its production and operations, or substantial alterations in the Bank’s own operational circumstances. When adjusting the profit distribution policy, the Board shall prepare a dedicated discussion paper detailing the rationale for the adjustment. This written justification report shall be reviewed by the independent directors before submission to the shareholders’ meeting. Approval requires a majority of two-thirds of the voting rights held by shareholders present at the meeting. The Bank shall provide online voting facilities for shareholders. When deliberating policy changes to the profit distribution scheme, the shareholders’ meeting shall give due consideration to the views of minority shareholders.</p> <p>.....</p>

Original Article	Revised Article
<p>(VII) The Bank shall disclose in detail within its annual report the formulation and implementation of its cash dividend policy, clarifying whether it complies with the provisions of the Bank's Articles of Association or the requirements of the shareholders' meeting resolutions. It shall specify whether the dividend criteria and ratios are explicit and clear, whether the relevant decision-making procedures and mechanisms are sound, whether the independent directors have fulfilled their duties and responsibilities and played their due role, whether minority shareholders have had sufficient opportunity to express their views and demands, and whether the legitimate rights and interests of minority shareholders have been adequately protected. Where adjustments or amendments are made to the cash dividend policy, detailed explanations shall also be provided regarding the compliance and transparency of the conditions and procedures for such adjustments or amendments.</p>	<p>(VII) The Bank shall disclose in detail within its annual report the formulation and implementation of its cash dividend policy, stating whether it complies with the provisions of the Bank's Articles of Association or the requirements of the shareholders' meeting resolution; whether the dividend criteria and ratio are explicit and clear; <u>and whether the relevant decision-making procedures and mechanisms are sound and well-established.</u> <u>Where the Bank does not distribute cash dividends, it shall disclose the specific reasons and the measures proposed to enhance investor returns in the next phase; whether independent directors have fulfilled their duties and played their due role;</u> whether minority shareholders have had sufficient opportunity to express their opinions and demands; and whether the lawful rights and interests of minority shareholders have been adequately protected. Where adjustments or changes are made to the cash dividend policy, detailed explanations shall also be provided regarding the compliance and transparency of the conditions and procedures for such adjustments or changes.</p>
<p>Article 254 Following the resolution of the profit distribution scheme by the Bank's shareholders' general meeting, the Board of Directors shall complete the profit distribution within two months of the meeting.</p>	<p>Article 254²¹⁰ Following the resolution of the profit distribution plan by the Bank's shareholders' general meeting, the Board of Directors shall complete the profit distribution within two months of the meeting. <u>Alternatively, where the Board formulates a specific plan based on the interim dividend conditions and ceiling approved by the annual shareholders' meeting for the following year, it shall complete the distribution of dividends (or shares) within two months.</u></p>

Original Article	Revised Article
<p>Article 257 The Bank shall appoint a paying agent for shareholders holding overseas-listed shares. The paying agent shall collect dividends and other amounts payable by the Bank in respect of overseas-listed shares on behalf of the relevant shareholders.</p> <p>The paying agent appointed by the Bank shall comply with the requirements of the laws of the place where the Bank's shares are listed or the relevant provisions of the stock exchange.</p> <p>The paying agent appointed by the Bank for H-share shareholders shall be a trust company registered under the Hong Kong Trustee Ordinance.</p>	<p>Article 213 The Bank shall appoint a paying agent for shareholders holding overseas listed shares. The paying agent shall collect dividends and other amounts payable by the Bank in respect of overseas listed shares on behalf of the relevant shareholders.</p> <p>The paying agent appointed by the Bank shall comply with the requirements of the laws of the place where the Bank's shares are listed or the relevant provisions of the stock exchange.</p> <p>The paying agent appointed by the Bank for H-share shareholders shall be a trust company registered under the Hong Kong Trustee Ordinance.</p>
Section II Internal Audit	Section II Internal Audit
<p>Article 258 The Bank implements a vertically managed internal audit system, employing dedicated audit personnel to conduct internal audit supervision of the Bank's financial receipts and expenditures and business operations.</p>	<p>Article 258²¹⁴ The Bank implements a vertically managed internal audit system, <u>clearly defining the leadership structure, responsibilities and authority, staffing, funding guarantees, utilisation of audit results, and accountability for internal audit work.</u> The Bank employs full-time audit personnel to conduct internal audit supervision of the Bank's financial receipts and expenditures and business operations.</p>
<p>Article 259 The Bank's internal audit system and the responsibilities of the audit department shall be implemented after approval by the Board of Directors.</p> <p>The internal audit department shall be accountable to and report its work to the Board of Directors and the Audit Committee. The head of internal audit shall be appointed and dismissed by the Board of Directors.</p> <p>In accordance with the internal control requirements of senior management, the internal audit department may undertake relevant work as requested and report to them.</p>	<p>Article 259²¹⁵ The Bank's internal audit system and the responsibilities of the audit body shall be <u>is</u> implemented after approval by the Board of Directors <u>and disclosed externally.</u></p> <p>The internal audit department shall be accountable to and report to the Board of Directors and the Audit Committee. The head of internal audit shall be appointed and dismissed by the Board of Directors.</p> <p>In accordance with the internal control requirements of senior management, the internal audit department may carry out relevant work as required and report to them.</p>

Original Article	Revised Article
	<p><u>Article 216 The Bank’s internal audit body shall supervise and inspect the Bank’s business activities, risk management, internal controls, financial information and other matters.</u></p> <p><u>The internal audit body shall be accountable to the board of directors, and the head of internal audit shall be appointed and dismissed by the board of directors.</u></p> <p><u>During the supervision and inspection of the Bank’s business activities, risk management, internal controls, and financial information, the internal audit department shall accept the supervision and guidance of the Audit Committee. Should the internal audit department discover any significant issues or leads, it shall report directly to the Audit Committee.</u></p>
	<p><u>Article 217 When the Audit Committee communicates with external audit entities such as accounting firms and state audit institutions, the internal audit department shall actively cooperate and provide necessary support and collaboration.</u></p>
	<p><u>Article 218 The Audit Committee shall participate in the appraisal of the Head of Internal Audit.</u></p>
	<p><u>Article 219 Senior management of the Bank shall ensure and support the implementation of the Bank’s internal audit system and the fulfilment of duties by internal audit personnel. They shall promptly provide the internal audit department with materials and information concerning the Bank’s financial position, risk status, and internal control status as required by internal audit, and shall not interfere with, obstruct, or impede the audit activities conducted by the internal audit department in accordance with its responsibilities.</u></p>

Original Article	Revised Article
<p align="center">Section III Appointment of Accounting Firms</p>	<p align="center">Section III Appointment of Accounting Firms</p>
<p>Article 260 The Bank shall engage an independent accounting firm that complies with relevant national regulations to audit the Bank's annual financial reports and review other financial reports of the Bank.</p> <p>The term of engagement of the accounting firm shall commence at the conclusion of each annual general meeting of shareholders and shall terminate at the conclusion of the subsequent annual general meeting of shareholders.</p>	<p>Article 26020²²⁰ The Bank shall engage an independent accounting firm that complies with relevant national regulations to audit the Bank's annual financial reports and review other financial reports of the Bank.</p> <p>The term of engagement of the accounting firm shall commence at the conclusion of each annual general meeting of shareholders and shall terminate at the conclusion of the subsequent annual general meeting of shareholders.</p> <p><u>The Bank shall engage an accounting firm complying with the Securities Law to conduct audits of accounting statements, verification of net assets, and other related advisory services, with a term of one year, renewable upon confirmation at the next Annual General Meeting.</u></p>
<p>Article 261 Should a vacancy arise in the position of the accounting firm, the Board of Directors may appoint an accounting firm to fill such vacancy prior to the convening of the shareholders' meeting, subject to confirmation at the next annual shareholders' meeting. During the period of vacancy, any other accounting firm currently engaged by the Bank shall continue to perform its duties.</p>	<p>Article 261 Should a vacancy arise in the position of the accounting firm, the Board of Directors may appoint an accounting firm to fill such vacancy prior to the convening of the shareholders' meeting, subject to confirmation at the next annual shareholders' meeting. During the period of vacancy, any other accounting firm currently engaged by the Bank may continue to perform its duties.</p>

Original Article	Revised Article
<p>Article 262 The accounting firm engaged by the Bank shall enjoy the following rights, including:</p> <p>(I) To inspect the Bank's financial statements, records and supporting documents at any time, and to request relevant information and explanations from the Bank's directors, chief executive or other senior management;</p> <p>(II) To require the Bank to take all reasonable measures to obtain from its subsidiaries such information and explanations as are necessary for the firm to perform its duties;</p> <p>(III) To attend general meetings of shareholders, receive notices of such meetings or other information relating thereto, and to speak at any general meeting on matters concerning its engagement as the Bank's appointed accounting firm.</p>	<p>Article 262 The accounting firm engaged by the Bank shall enjoy the following rights, including:</p> <p>(I) To inspect the Bank's financial statements, records and supporting documents at any time, and to request relevant materials and explanations from the Bank's directors, chief executive or other senior management personnel;</p> <p>(II) require the Bank to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;</p> <p>(III) To attend general meetings of shareholders, receive notice of such meetings or other information relating thereto, and to speak at any general meeting on matters concerning its engagement as the Bank's appointed accounting firm.</p>
<p>Article 263. Notwithstanding any provisions in the contract between the accounting firm and the Bank, the general meeting may, by ordinary resolution, decide to dismiss the accounting firm at any time prior to the expiry of its term of office. Any rights of the accounting firm to claim compensation from the Bank arising from such dismissal shall not be affected thereby.</p>	<p>Article 263. Notwithstanding any provisions in the contract between the accounting firm and the Bank, the shareholders' meeting may, by ordinary resolution, decide to dismiss any accounting firm before the expiry of its term of office. Any right of the accounting firm to claim compensation from the Bank as a result of such dismissal shall not be affected thereby.</p>
<p>Article 264 The remuneration of the accounting firm or the method for determining such remuneration shall be decided by the shareholders' meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.</p>	<p>Article 264 The remuneration of the accounting firm or the method for determining such remuneration shall be decided by the shareholders' meeting. The remuneration of an accounting firm appointed by the board of directors shall be determined by the board of directors.</p>

Original Article	Revised Article
<p>Article 265 The decision to engage, dismiss or not renew the engagement of an accounting firm shall be made by the shareholders' meeting and reported to the State Council securities regulatory authority for the record.</p> <p>Where the shareholders' meeting intends to pass a resolution to appoint a non-incumbent accounting firm to fill any vacancy in the position of accounting firm, or to reappoint an accounting firm appointed by the board of directors to fill a vacancy, or to dismiss an accounting firm before the expiry of its term, the following provisions shall be complied with:</p> <p>(I) Proposals concerning appointment or dismissal shall be delivered to the accounting firm proposed for appointment, or to the accounting firm proposed for dismissal, or to the accounting firm that has already ceased to hold office during the relevant accounting period, prior to the issuance of the notice convening the shareholders' meeting.</p> <p>Resignation shall include dismissal, resignation, and retirement.</p> <p>(II) Where the firm to be replaced makes a written statement and requests the Bank to communicate it to shareholders, the Bank shall, unless the written statement is received too late, take the following measures:</p> <ol style="list-style-type: none"> 1. State on the notice issued for the resolution that the departing firm has made a statement; 2. Serve a copy of the statement as an attachment to the notice to shareholders in the manner prescribed by these Articles. <p>(III) Should the Bank fail to distribute the statement from the relevant accounting firm as stipulated in paragraph (II) above, the accounting firm may request that the statement be read aloud at the shareholders' meeting and may further lodge an appeal.</p>	<p>Article 265 The decision to engage, dismiss or not renew the engagement of an accounting firm shall be made by the shareholders' meeting and reported to the State Council securities regulatory authority for the record.</p> <p>Where the shareholders' meeting intends to pass a resolution to appoint a non-incumbent accounting firm to fill any vacancy in the position of accounting firm, or to reappoint an accounting firm appointed by the board of directors to fill a vacancy, or to dismiss an accounting firm before the expiry of its term, the following provisions shall be complied with:</p> <p>(I) Proposals concerning appointment or dismissal shall be delivered to the accounting firm proposed for appointment, or to the accounting firm proposed for dismissal, or to the accounting firm that has already ceased to hold office during the relevant accounting period, prior to the issuance of the notice convening the shareholders' meeting.</p> <p>Resignation shall include dismissal, resignation, and retirement.</p> <p>(II) Where the firm to be replaced makes a written statement and requests the Bank to communicate it to shareholders, the Bank shall, unless the written statement is received too late, take the following measures:</p> <ol style="list-style-type: none"> 1. State on the notice issued for the resolution that the departing firm has made a statement; 2. Serve a copy of the statement as an attachment to the notice to shareholders in the manner prescribed by these Articles. <p>(III) Should the Bank fail to distribute the statement from the relevant accounting firm as stipulated in paragraph (II) above, the accounting firm may request that the statement be read aloud at the shareholders' meeting and may further lodge an appeal.</p>

Original Article	Revised Article
<p>(IV) The departing accounting firm shall be entitled to attend the following meetings:</p> <ol style="list-style-type: none"> 1. The general meeting at which its term of office is due to expire; 2. The general meeting convened to fill vacancies arising from its dismissal; 3. The general meeting convened due to its voluntary resignation. <p>The departing accounting firm shall be entitled to receive all notices or other information relating to the aforementioned meetings and to address matters concerning its role as the Bank's former accounting firm at such meetings.</p>	<p>(IV) The departing accounting firm shall be entitled to attend the following meeting:</p> <ol style="list-style-type: none"> 1. The general meeting at which its term of office is due to expire; 2. The general meeting convened to fill vacancies arising from its dismissal; 3. The general meeting convened due to its voluntary resignation. <p>The departing accounting firm shall be entitled to receive all notices or other information relating to the aforementioned meetings and to address matters concerning its role as the Bank's former accounting firm at such meetings.</p>
<p>Article 266 Where the Bank dismisses or elects not to renew the appointment of an accounting firm, it shall give prior notice to the accounting firm, which shall have the right to present its views to the shareholders' meeting. Where an accounting firm submits its resignation, it shall explain to the shareholders' meeting whether the Bank has engaged in any improper conduct.</p> <p>The accounting firm may resign by placing a written notice of resignation at the Bank's registered office. The notice shall take effect on the date it is placed at the Bank's registered office or on any later date specified therein. Such notice shall include the following statement:</p> <ol style="list-style-type: none"> (I) A declaration that the resignation does not involve any circumstances requiring disclosure to the bank's shareholders or creditors; or (II) any statement of circumstances requiring disclosure. 	<p>Article 266 Where the Bank dismisses or does not renew the appointment of the accounting firm, prior notice shall be given to the accounting firm, which shall have the right to present its views to the general meeting of shareholders. Where the accounting firm resigns, it shall explain to the general meeting of shareholders whether the Bank has acted improperly.</p> <p>The accounting firm may resign by placing a written notice of resignation at the Bank's registered office. The notice shall take effect on the date it is placed at the Bank's registered office or on any later date specified therein. Such notice shall include the following statement:</p> <ol style="list-style-type: none"> (I) A declaration that the resignation does not involve any circumstances requiring disclosure to the bank's shareholders or creditors; or (II) any statement of circumstances requiring disclosure.

Original Article	Revised Article
<p>Within fourteen days of receiving the aforementioned written notice, the Bank shall forward a copy thereof to the relevant regulatory authorities. Should the notice contain a statement as referred to in subparagraph (b) above, the Bank shall keep a copy of such statement available for inspection by shareholders at the Bank's premises. Subject to other provisions of these Articles, the Bank shall also send a copy of the aforementioned statement by post, postage prepaid, to each shareholder of overseas-listed shares at the address recorded in the register of shareholders; or publish it within the aforementioned period on the website of the stock exchange where the Bank's shares are listed, or in one or more newspapers designated by the exchange and specified in these Articles.</p> <p>Where the notice of resignation of the accounting firm contains any statement requiring explanation, the accounting firm may request the Board of Directors to convene an extraordinary general meeting to hear its explanation regarding the circumstances of the resignation.</p>	<p>Within fourteen days of receiving the aforementioned written notice, the Bank shall forward a copy thereof to the relevant regulatory authorities. Should the notice contain a statement as referred to in subparagraph (II) above, the Bank shall keep a copy of such statement available for inspection by shareholders at the Bank's premises. Subject to other provisions of these Articles, the Bank shall also send a copy of the aforementioned statement by post, postage prepaid, to each shareholder of overseas-listed shares at the address recorded in the register of shareholders; or publish it within the aforementioned period on the website of the stock exchange where the Bank's shares are listed, or in one or more newspapers designated by the exchange and specified in these Articles.</p> <p>Where the notice of resignation of the accounting firm contains any statement requiring explanation, the accounting firm may request the Board of Directors to convene an extraordinary general meeting to hear its explanation regarding the circumstances of the resignation.</p>
	<p><u>Article 221 The Bank shall provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials, and shall not refuse, conceal or falsify any information.</u></p>
	<p><u>Article 222 The audit fees payable to the accounting firm shall be determined by the shareholders' meeting.</u></p>
	<p><u>Article 223 The decision to engage, dismiss, or not renew the engagement of the accounting firm shall be made by the shareholders' meeting. The board of directors shall not appoint an accounting firm prior to the shareholders' meeting decision.</u></p>

Original Article	Revised Article
	<p><u>Article 224</u> Where the Bank dismisses or does not renew the appointment of an accounting firm, it shall give prior notice to the accounting firm. When the shareholders' meeting votes on dismissing the accounting firm, the accounting firm shall be permitted to present its views. Where the accounting firm proposes to resign, it shall explain to the shareholders' meeting whether the Bank has engaged in any improper conduct.</p>
<p>Chapter XIII Merger, Division, Dissolution and Liquidation</p>	<p>Chapter XIII Mergers, Divisions, Dissolution and Liquidation</p>
<p>Section I Mergers and Divisions</p>	<p>Section 1 Mergers and Divisions</p>
	<p><u>Article 226</u> Where the consideration paid by the Bank in a merger does not exceed ten per cent of its net assets, no resolution of the shareholders' meeting shall be required, except as otherwise provided in these Articles.</p> <p>Where the Bank merges pursuant to the preceding paragraph without a resolution of the shareholders' meeting, it shall be subject to a resolution of the board of directors.</p>
<p>Article 270 Where the Bank merges, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Bank shall notify creditors within ten days of the merger resolution and publish an announcement in the designated media within thirty days. Creditors may demand debt repayment or equivalent security from the Bank within thirty days of receiving notification, or within forty-five days of the announcement date if unnotified.</p> <p>Upon the Bank's merger, the claims and liabilities of the merging parties are assumed by the surviving company or the newly established company.</p>	<p>Article 270<u>229</u> For the merger of the Bank, the merging parties shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Bank shall notify creditors within ten days of the merger resolution being passed and shall publish the notice within thirty days in the media designated by the Bank for such announcements <u>or on the National Enterprise Credit Information Publicity System</u>. Creditors may demand debt repayment or equivalent security from the Bank within thirty days of receiving notification, or within forty-five days of the announcement date if unnotified.</p> <p>Upon the Bank's merger, the claims and liabilities of the merging parties <u>shall be</u> assumed by the surviving company or the newly established company.</p>

Original Article	Revised Article
<p>Article 271 Upon the Bank's division, its assets shall be apportioned accordingly.</p> <p>Upon the Bank's division, the parties involved shall execute a division agreement and prepare a balance sheet and property inventory. The Bank shall notify creditors within ten days of adopting the division resolution and publish the notice within thirty days in the media designated by the Bank for such announcements.</p> <p>Debts incurred by the Bank prior to the division shall be assumed by the companies resulting from the division in accordance with the agreement reached.</p>	<p>Article 271<u>230</u> Upon the Bank's division, its assets shall be apportioned accordingly.</p> <p>Upon the Bank's division, the parties involved shall execute a division agreement and prepare a balance sheet and property inventory. The Bank shall notify creditors within ten days of the date on which the resolution to split is made and shall publish an announcement within thirty days in the media designated by the Bank for the publication of announcements <u>or on the National Enterprise Credit Information Publicity System.</u></p> <p>Debts incurred by the Bank prior to the division shall be assumed <u>on a joint and several basis</u> by the companies resulting from the division in accordance with the agreement reached, <u>except where otherwise stipulated in written agreements concluded with creditors regarding debt settlement prior to the division.</u></p>
	<p><u>Article 231 Where the Bank remains in deficit after offsetting losses in accordance with the provisions of Article 206(V) of these Articles of Association, it may reduce its registered capital to cover such deficit. Where registered capital is reduced to offset losses, the Bank shall not distribute dividends to shareholders nor exempt shareholders from their obligations to contribute capital or pay share subscriptions.</u></p> <p><u>Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of Article 28, Paragraph 3 of these Articles of Association shall not apply; however, an announcement shall be made within thirty days from the date of the shareholders' meeting resolution to reduce the registered capital in the media designated by the Bank for publication of announcements or on the National Enterprise Credit Information Publicity System.</u></p> <p><u>Following a reduction in registered capital pursuant to the preceding two paragraphs, the Bank shall not distribute profits until the aggregate amount of statutory and discretionary reserves reaches fifty per cent of the registered capital.</u></p>

Original Article	Revised Article
	<p><u>Article 232 Where registered capital is reduced in contravention of the Company Law or other relevant provisions, shareholders shall return any funds received, and any reduction in shareholder contributions shall be restored to its original state. Where losses are incurred by the Bank, shareholders and directors or senior management bearing responsibility shall be liable for compensation.</u></p>
	<p><u>Article 233. When a company issues new shares to increase its registered capital, shareholders shall not enjoy pre-emptive subscription rights, unless otherwise provided in these Articles of Association or decided by a resolution of the shareholders' meeting.</u></p>
<p>Article 272 Where the Bank merges or splits, resulting in changes to registered particulars, it shall apply for amendment registration with the registration authority in accordance with the law; where the Bank is dissolved, it shall apply for cancellation registration in accordance with the law; where a new company is established, it shall apply for company establishment registration in accordance with the law.</p>	<p>Article 272²³⁴ Where the Bank merges or splits and the registered particulars change, it shall apply to the registration authority for amendment registration in accordance with the law; where the Bank is dissolved, it shall apply for cancellation registration in accordance with the law; where a new company is established, it shall apply for company establishment registration in accordance with the law.</p> <p><u>Where a company increases or reduces its registered capital, it shall apply to the company registration authority for amendment registration in accordance with the law.</u></p>

Original Article	Revised Article
<p data-bbox="240 293 785 321">Section II Dissolution and Liquidation</p> <p data-bbox="240 346 785 491">Article 273 Where any of the following circumstances arise, the Bank shall be dissolved and liquidated in accordance with the law:</p> <p data-bbox="240 506 785 570">(I) Resolution of dissolution by the shareholders' general meeting;</p> <p data-bbox="240 585 785 649">(II) Dissolution required due to merger or division;</p> <p data-bbox="240 663 785 770">(III) The revocation of its business license, an order to cease operations, or its deregistration in accordance with the law;</p> <p data-bbox="240 785 785 1129">(IV) Where the Bank encounters severe operational difficulties, and continued existence would cause substantial loss to shareholders' interests, and such difficulties cannot be resolved through other means, shareholders holding not less than ten per cent of the total voting rights of the Bank may petition the People's Court to dissolve the Bank;</p> <p data-bbox="240 1144 785 1251">(V) Failure to discharge debts upon maturity, resulting in a declaration of bankruptcy in accordance with the law.</p>	<p data-bbox="809 293 1353 321">Section II Dissolution and Liquidation</p> <p data-bbox="809 346 1353 534">Article 273<u>235</u> Where any of the following circumstances arise, tThe Bank shall be dissolved and liquidated in accordance with the law the following circumstance:</p> <p data-bbox="809 549 1353 612">(I) Resolution of dissolution by the shareholders' general meeting;</p> <p data-bbox="809 627 1353 691">(II) Dissolution required due to merger or division;</p> <p data-bbox="809 706 1353 812">(III) The revocation of its business license, an order to cease operations, or its deregistration in accordance with the law;</p> <p data-bbox="809 827 1353 1172">(IV) Where the Bank encounters severe operational difficulties, and continued existence would cause substantial loss to shareholders' interests, and such difficulties cannot be resolved through other means, shareholders holding not less than ten per cent of the total voting rights of the Bank may <u>petition the People's Court to dissolve the Bank;</u></p> <p data-bbox="809 1187 1353 1293">(V) Failure to discharge debts upon maturity, resulting in a declaration of bankruptcy in accordance with the law.</p> <p data-bbox="809 1308 1353 1534"><u>Where the Bank encounters any of the dissolution grounds specified in the preceding paragraph, it shall publicise the dissolution grounds through the National Enterprise Credit Information Publicity System within ten days.</u></p>

Original Article	Revised Article
<p>Article 275 Where the Bank is dissolved pursuant to Article 273(I), (III) or (IV) of these Articles of Association, a liquidation committee shall be established within fifteen days of the occurrence of the dissolution event to commence liquidation.</p> <p>The liquidation committee shall be composed of persons determined by the directors or the shareholders’ meeting.</p> <p>Where the Bank is dissolved pursuant to Article 273(V) of these Articles of Association, the People’s Court shall conduct bankruptcy liquidation in accordance with relevant legal provisions.</p>	<p>Article 275<u>237</u> Where the Bank is dissolved pursuant to Article 27035(I), (III) or (IV) of these Articles of Association, <u>it shall undergo liquidation. The directors shall be the persons responsible for the liquidation of the company and</u>shall establish a liquidation committee within fifteen days from the date on which the grounds for dissolution arise, <u>commencing the liquidation process.</u></p> <p>The liquidation committee shall be composed of persons determined by the directors or the shareholders’ meeting.</p> <p><u>The liquidation committee shall be composed of directors, unless otherwise provided for in these Articles of Association or unless the shareholders’ meeting resolves to elect other persons.</u></p> <p><u>Where the persons responsible for liquidation fail to perform their liquidation duties in a timely manner and thereby cause losses to the Bank or its creditors, they shall bear liability for compensation.</u></p> <p>Where the Bank is dissolved pursuant to Article 273<u>235</u>(V) of these Articles of Association, bankruptcy liquidation shall be conducted by the People’s Court in accordance with relevant legal provisions.</p>
<p>Article 276 Where the Board of Directors resolves to liquidate the Bank (except where liquidation arises from the Bank’s declaration of bankruptcy), the notice convening the shareholders’ meeting for this purpose shall state that the Board has conducted a comprehensive investigation into the Bank’s condition and is satisfied that the Bank can settle all its debts within twelve months of commencing liquidation.</p> <p>Upon the adoption of the resolution for liquidation by the general meeting of shareholders, the powers of the Bank’s board of directors shall cease immediately.</p> <p>The liquidation committee shall act in accordance with the instructions of the general meeting of shareholders, reporting at least once annually to the general meeting on the committee’s income and expenditure, the Bank’s business, and the progress of the liquidation, and shall submit a final report to the general meeting upon completion of the liquidation.</p>	<p>Article 276<u>238</u> Where the Board of Directors resolves to liquidate the Bank (except where liquidation is due to the Bank being declared bankrupt), it shall state in the notice convening the General Meeting of Shareholders for this purpose that the Board has conducted a comprehensive investigation into the Bank’s circumstances and is satisfied that the Bank can settle all its debts within twelve months of the commencement of liquidation.</p> <p>Upon the passing of the resolution for liquidation by the general meeting of shareholders, the powers of the Bank’s board of directors shall cease immediately.</p> <p>The liquidation committee shall act in accordance with the instructions of the general meeting of shareholders, reporting to the general meeting at least once annually on the committee’s income and expenditure, the Bank’s business, and the progress of the liquidation, and shall submit a final report to the general meeting upon completion of the liquidation.</p>

Original Article	Revised Article
<p>Article 277 The liquidation committee shall notify creditors within ten days of its establishment and shall publish a notice in the media designated by the Bank for the publication of announcements within sixty days.</p> <p>Creditors shall declare their claims to the liquidation committee within thirty days of receiving the notice, or within forty-five days of the date of the public notice if they did not receive the notice.</p> <p>The liquidation committee shall register the claims.</p>	<p>Article 277<u>239</u> The liquidation committee shall notify creditors within ten days of its establishment and shall publish a notice within sixty days in the media designated by the Bank for the publication of announcements <u>or on the National Enterprise Credit Information Publicity System.</u></p> <p>Creditors shall declare their claims to the liquidation panel within thirty days of receiving the notice, or within forty-five days of the date of the public notice if they did not receive the notice.</p> <p><u>When filing claims, creditors shall explain the relevant matters concerning the claims and provide supporting evidence.</u> The liquidation committee shall register the claims.</p> <p><u>During the claim filing period, the liquidation committee shall not make any repayments to creditors.</u></p>
<p>Article 278 During the liquidation period, the liquidation committee shall exercise the following powers:</p> <p>.....</p> <p>(VI) Disposing of the residual assets of the bank after settlement of its debts;</p> <p>.....</p>	<p>Articles 278<u>240</u> During the liquidation period, the liquidation committee shall exercise the following powers:</p> <p>.....</p> <p>(VI) Disposing<u>Distribution</u> of the residual assets of the bank after settling its debts;</p> <p>.....</p>

Original Article	Revised Article
<p>Article 279 After completing the inventory of the Bank’s assets, preparing the balance sheet and inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders’ general meeting or the relevant competent authority for confirmation.</p> <p>The Bank’s assets shall be settled in the following order:</p> <ul style="list-style-type: none"> (I) Payment of liquidation expenses; (II) Payment of employees’ wages, social insurance contributions and statutory compensation; (III) Payment of principal and interest on individual savings deposits; (IV) Payment of outstanding taxes; (V) settlement of the Bank’s debts; (VI) Distribution to shareholders according to the class and proportion of shares held. <p>During the liquidation period, the Bank shall continue to exist but can not engage in business activities unrelated to the liquidation. The Bank’s assets will not be distributed to shareholders until the obligations specified in the preceding paragraph have been discharged.</p>	<p>Article 279<u>241</u> After completing the inventory of the Bank’s assets, preparing the balance sheet and inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders’ general meeting or, <u>the relevant competent authority, or the People’s Court</u> for confirmation.</p> <p>The Bank’s assets shall be settled in the following order:</p> <ul style="list-style-type: none"> (I) Payment of liquidation expenses; (II) Payment of employees’ wages, social insurance contributions and statutory compensation; (III) Payment of principal and interest on individual savings deposits; (IV) Payment of outstanding taxes; (V) settlement of the Bank’s debts; (VI) Distribution to shareholders according to the class type and proportion of shares held. <p>During the liquidation period, the Bank shall continue to exist but can not <u>shall not</u> engage in business activities unrelated to the liquidation. The Bank’s assets will not <u>shall not</u> be distributed to shareholders until the obligations specified in the preceding paragraph have been discharged.</p>
<p>Article 280 Where, after clearing the Bank’s assets and preparing the balance sheet and inventory of assets, the liquidation committee finds that the Bank’s assets are insufficient to discharge its debts, it shall, with the consent of the banking regulatory authority under the State Council, apply to the people’s court for a declaration of bankruptcy in accordance with the law.</p> <p>Upon the Bank being declared bankrupt by a ruling of the People’s Court, the liquidation committee shall transfer the liquidation affairs to the People’s Court.</p>	<p>Article 280<u>242</u> Where, after clearing the Bank’s assets and preparing the balance sheet and inventory of assets, the liquidation committee finds that the Bank’s assets are insufficient to discharge its debts, it shall, with the consent of the banking regulatory authority under the State Council, apply to the people’s court for a declaration of <u>liquidation</u> in accordance with the law.</p> <p>Upon the Bank being declared bankrupt by a ruling of the People’s Court, <u>After the People’s Court has accepted the bankruptcy application,</u> the liquidation committee shall transfer the liquidation affairs to <u>the bankruptcy administrator appointed by</u> the People’s Court.</p>

Original Article	Revised Article
<p>Article 281 Upon completion of the Bank's liquidation, the liquidation committee shall prepare a liquidation report, along with income and expenditure statements and financial ledgers for the liquidation period. These documents shall be verified by a Chinese certified public accountant and submitted to the shareholders' meeting or the relevant competent authority for confirmation.</p> <p>The liquidation committee shall, within thirty days of the date of confirmation by the shareholders' meeting or the relevant competent authority, submit the aforementioned documents to the company registration authority, apply for deregistration, and announce the termination of the Bank.</p>	<p>Article 281²⁴³ Upon completion of the Bank's liquidation, the liquidation committee shall prepare a liquidation report, along with income and expenditure statements and financial ledgers for the liquidation period. These documents. The report shall be verified by a Chinese certified public accountant and submitted to the shareholders' meeting or the relevant competent authority for confirmation, <u>and shall be submitted to the Bank's registration authority to apply for cancellation of the company registration.</u></p> <p>The liquidation committee shall, within thirty days from the date of confirmation by the shareholders' meeting or the relevant competent authority, submit the aforementioned documents to the company registration authority, apply for deregistration, and announce the termination of the Bank.</p>
<p>Article 282 Members of the liquidation committee shall be faithful to their duties, perform their liquidation obligations in accordance with the law.</p> <p>Members of the liquidation committee shall not use their authority to accept bribes or other illegal income, nor shall they misappropriate the Bank's property.</p> <p>Members of the liquidation committee shall bear liability for compensation where they cause loss to the bank or creditors through wilful misconduct or gross negligence.</p>	<p>Article 282²⁴⁴ Members of the liquidation group shall be faithful to their duties, perform their liquidation duties in accordance with the law, and bear the duties of loyalty and diligence.</p> <p>Members of the liquidation group shall not use their authority to accept bribes or other illegal income, nor shall they misappropriate the bank's property.</p> <p>Members of the liquidation committee <u>who neglect their liquidation duties and cause losses to the bank shall bear liability for compensation; those who where they cause loss to the bank or creditors through wilful misconduct or gross negligence shall bear liability for compensation.</u></p>

Original Article	Revised Article
Chapter XIV Notices and Announcements	Chapter XIVI Notices and Announcements
<p>Article 284 Notices issued by the Bank shall take the following forms:</p> <p>.....</p> <p>(III) by public notice in newspapers and other designated media;</p> <p>.....</p> <p>(V) other forms approved by the securities regulatory authority where the Bank's shares are listed or as stipulated in these Articles of Association.</p> <p>Notwithstanding any other provisions in these Articles of Association concerning the form of issuance or notification for any document, notice or other corporate communication, subject to compliance with the relevant regulations of the securities regulatory authority where the Bank's shares are listed, the Bank may elect to issue corporate communications in the form specified in subparagraph (IV) of paragraph 1 of this Article, thereby substituting the requirement to deliver written documents to each shareholder of overseas-listed shares by hand or by postage-paid mail. The aforementioned corporate communications refer to any documents issued or to be issued by the Bank for shareholders' reference or action, including (but not limited to) annual reports (containing annual financial statements), interim reports (containing interim financial statements), directors' reports (together with balance sheets and profit and loss accounts), notices of shareholders' general meeting, circulars, and other communications.</p>	<p>Article 284<u>246</u> Notices issued by the Bank shall take the following forms:</p> <p>.....</p> <p>(III) by public notice in newspapers and other designated media;</p> <p>.....</p> <p>(V) other forms approved by the securities regulatory authority where the Bank's shares are listed or as stipulated for in these Articles of Association.</p> <p>Notwithstanding any other provisions in these Articles of Association concerning the form of issuance or notification for any document, notice or other corporate communication, subject to compliance with the relevant regulations of the securities regulatory authority where the Bank's shares are listed, the Bank may elect to issue corporate communications in the manner specified in sub-paragraph (IV) of paragraph 1 of this Article, thereby substituting the requirement to deliver written documents to each shareholder of overseas-listed shares by hand or by postage-paid mail. The aforementioned corporate communications refer to any documents issued or to be issued by the Bank for shareholders' reference or action, including (but not limited to) annual reports (containing annual financial statements), interim reports (containing interim financial statements), directors' reports (together with balance sheets and profit and loss accounts), notices of shareholders' general meeting, circulars, and other communications.</p>
<p>Article 286 Where, by accident, a notice of meeting is not sent to a person entitled to receive it, or such person does not receive the notice, the meeting convened and the resolutions passed in accordance with these Articles of Association shall not be invalidated on that account.</p>	<p>Article 286<u>248</u> Where, by accident, a notice of meeting is not sent to a person entitled to receive it, or such person does not receive the notice, the meeting convened and the resolutions passed in accordance with these Articles of Association shall not be invalidated <u>solely</u> on that account.</p>

Original Article	Revised Article
<p align="center">Chapter XV Procedures for Amending the Articles of Association</p>	<p align="center">Chapter XVIII Procedure for Amending the Articles of Association</p>
<p>Article 289 The Bank shall amend its Articles of Association in any of the following circumstances:</p> <p>(I) Where provisions of the Articles conflict with amendments to relevant laws and administrative regulations such as the Company Law or the Commercial Bank Law;</p> <p>(II) Changes render our Bank's circumstance inconsistent with the matters recorded in the Articles of Association.</p> <p>(III) The shareholders' general meeting resolves to amend the Articles of Association.</p>	<p>Article 289<u>251</u> The Bank shall amend its Articles of Association in any of the following circumstances:</p> <p>(I) Where provisions of the Articles conflict with amendments to relevant laws and administrative regulations such as the Company Law or the Commercial Bank Law;</p> <p>(II) Changes render our Bank's circumstance inconsistent with the matters recorded in the Articles of Association.</p> <p>(III) The shareholders' general meeting resolves to amend the Articles of Association.</p>
<p>Article 290 Amendments to the Articles of Association approved by resolution of the shareholders' general meeting shall be subject to approval by the competent regulatory authority; where such amendments involve company registration, change registration shall be processed in accordance with the law.</p>	<p>Article 290<u>252</u> Amendments to the Articles of Association approved by resolution of the shareholders' general meeting shall be subject to approval by the competent regulatory authority; where such amendments involve company registration, change registration shall be processed in accordance with the law.</p>
<p>Article 291 The Board of Directors shall amend these Articles of Association in accordance with the resolution of the shareholders' general meeting to amend the Articles of Association and the approval opinion of the competent regulatory authority.</p> <p>Where amendments to the Articles of Association constitute information required to be disclosed under laws or regulations, they shall be announced in accordance with the relevant provisions.</p>	<p>Article 291<u>253</u> The Board of directors shall amend these Articles of Association in accordance with the resolution of the shareholders' general meeting to amend the Articles of Association and the approval opinion of the competent regulatory authority.</p> <p>Where amendments to the Articles of Association constitute information required to be disclosed under laws and regulations, they shall be announced in accordance with the relevant provisions.</p>

Original Article	Revised Article
Chapter XVI Dispute Resolution	Chapter XVI Dispute Resolution
Chapter XVII Special Provisions for Preference Shares	Chapter XIVH Special Provisions for Preference Shares
<p>Article 297 Holders of the Bank's preference shares shall enjoy the following rights:</p> <p>(I) Priority over ordinary shareholders in the distribution of dividends;</p> <p>(II) Priority over ordinary shareholders in the distribution of the Bank's residual assets upon liquidation;</p> <p>(III) In circumstances specified in Article 299 of these Articles of Association, the Bank's preference shareholders may attend the Bank's shareholders' general meeting and exercise voting rights;</p> <p>(IV) To have their voting rights restored in accordance with the procedures set forth in Article 300 of these Articles of Association when the circumstances specified therein arise;</p> <p>(V) The right to propose suggestions or raise questions regarding the Bank's business operations;</p> <p>(VI) The right to inspect the Bank's Articles of Association, register of members, bond stubs, minutes of shareholders' general meetings, resolutions of the Board of Directors, resolutions of the Board of Supervisors, and financial accounting reports;</p> <p>(VII) Other rights to which preferred shareholders are entitled as stipulated by laws, regulations, departmental rules, and these Articles of Association.</p>	<p>Article 297²⁵⁸ Holders of the Bank's preference shares of the Bank shall enjoy the following rights:</p> <p>(I) Priority over ordinary shareholders in the distribution of dividends;</p> <p>(II) Priority over ordinary shareholders in the distribution of the Bank's residual assets upon liquidation;</p> <p>(III) In circumstances specified in Article 299²⁶⁰ of these Articles of Association, the Bank's preference shareholders may attend the Bank's shareholders' general meeting and exercise voting rights;</p> <p>(IV) To have their voting rights restored in accordance with the procedures set out in Article 300²⁶¹ of these Articles of Association when the circumstances specified therein arise;</p> <p>(V) The right to propose suggestions or raise questions regarding the Bank's business operations;</p> <p>(VI) The right to inspect the Bank's Articles of Association, register of members, bond stubs, minutes of shareholders' general meetings, resolutions of the Board of Directors, resolutions of the Board of Supervisors, and financial accounting reports;</p> <p>(VII) Other rights to which preferred shareholders are entitled as stipulated by laws, regulations, departmental rules, and these Articles of Association.</p>

Original Article	Revised Article
<p>Article 298 For the purposes of calculating a shareholder’s shareholding ratio and number of shares held in relation to the following matters, only ordinary shares and preference shares with restored voting rights shall be counted:</p> <p>(I) Requesting the convening of an extraordinary general meeting;</p> <p>(II) Convening and chairing shareholders’ general meetings;</p> <p>(III) Submission of proposals or extraordinary proposals to the shareholders’ general meeting;</p> <p>(IV) Nominating directors and supervisors of the Bank who are not employee representatives;</p> <p>.....</p>	<p>Article 298²⁵⁹ For the purposes of calculating a shareholder’s shareholding ratio or number of shares held for the following matters, only ordinary shares and preference shares with restored voting rights shall be counted:</p> <p>(I) Requesting the convening of an extraordinary general meeting;</p> <p>(II) Convening and chairing shareholders’ general meeting;</p> <p>(III) Submission of proposals or extraordinary proposals to the shareholders’ general meeting;</p> <p>(IV) Nominating directors and supervisors of the Bank who are not employee representatives;</p> <p>.....</p>
<p>Article 299 Except in the following circumstances, holders of the Bank’s preference shares shall not attend shareholders’ general meeting and their shares shall carry no voting rights:</p> <p>.....</p> <p>(V) Other circumstances stipulated by laws, regulations, departmental rules, and these Articles of Association.</p> <p>Where any of the foregoing circumstances arise, the Bank shall convene a shareholders’ general meeting and notify the holders of preference shares, following the procedures for notifying holders of ordinary shares as stipulated in these Articles. Holders of preference shares shall vote separately from holders of ordinary shares on the aforementioned matters, with each preference share entitling its holder to one vote; provided that preference shares held by the Bank itself shall not carry voting rights.</p> <p>.....</p>	<p>Article 299²⁶⁰ Except in the following circumstances, holders of the Bank’s preference shares shall not attend shareholders’ general meetings and their shares shall carry no voting rights</p> <p>.....</p> <p>(V) Other circumstances stipulated by laws, regulations, departmental rules, and these Articles of Association.</p> <p>Where any of the foregoing circumstances arise, the Bank shall convene a shareholders’ general meeting and notify the holders of preference shares, following the procedures for notifying holders of ordinary shares as stipulated in these Articles. Holders of preference shares shall vote separately from holders of ordinary shares on the aforementioned matters, with each preference share entitling its holder to one vote; provided that preference shares held by the Bank itself shall not carry voting rights</p> <p>.....</p>

Original Article	Revised Article
<p>Article 300 Where the Bank fails to pay preferred share dividends as agreed for three consecutive fiscal years or two consecutive fiscal years, preferred shareholders shall be entitled to attend the Bank's shareholders' meeting and vote alongside ordinary shareholders from the day following the shareholders' meeting's approval of the proposal to withhold profit distribution for that year. Preferred shareholders' voting rights shall remain restored until the Bank has paid the full dividend for that year.</p> <p>The formula for calculating the ordinary share voting rights restored to overseas preference shares shall be as follows: $Q = V/P \times \text{conversion rate}$, with the restored voting rights rounded down to the nearest whole number.</p> <p>Where: Q represents the voting rights restored to each overseas preferred shareholder for each overseas preferred share converted into H-share ordinary voting rights; V denotes the total value of overseas preferred shares held by each overseas preferred shareholder whose voting rights are restored; P denotes the conversion price, initially determined by the overseas preference share issuance plan approved at the Bank's shareholders' meeting and denominated in Hong Kong dollars. This is calculated based on the Renminbi mid-market exchange rate (against Hong Kong dollars) published by the China Foreign Exchange Trade System on the trading day preceding the announcement date of the board resolution approving the overseas preference share issuance plan, rounded up to two decimal places; The adjustment method for conversion price P shall be determined in accordance with the terms agreed upon at the time of the preferred shares' issuance; the conversion exchange rate shall be calculated based on the Renminbi exchange rate midpoint published by the China Foreign Exchange Trade System on the trading day preceding the announcement date of the board resolution approving the Overseas Preferred Shares Issuance Scheme, using Hong Kong dollars and the currency of the Overseas Preferred Shares issuance as the reference.</p>	<p>Article 300<u>261</u> Where the Bank fails to pay preferred share dividends as agreed for three consecutive fiscal years or two consecutive fiscal years, preferred shareholders shall be entitled to attend the Bank's shareholders' meeting and vote alongside ordinary shareholders from the day following the shareholders' meeting's approval of the proposal to withhold profit distribution for that year. Preferred shareholders' voting rights shall remain restored until the Bank has paid the full dividend for that year.</p> <p>The formula for calculating the ordinary share voting rights restored to overseas preference shares shall be as follows: $Q = V/P \times \text{conversion rate}$, with the restored voting rights rounded down to the nearest whole number.</p> <p>Where: Q represents the voting rights restored to each overseas preferred shareholder for each overseas preferred share converted into H-share ordinary voting rights; V denotes the total value of overseas preferred shares held by each overseas preferred shareholder whose voting rights are restored; P denotes the conversion price, initially determined by the overseas preference share issuance plan approved at the Bank's shareholders' meeting and denominated in Hong Kong dollars. This is calculated based on the Renminbi mid-market exchange rate (against Hong Kong dollars) published by the China Foreign Exchange Trade System on the trading day preceding the announcement date of the board resolution approving the overseas preference share issuance plan, rounded up to two decimal places; The adjustment method for conversion price P shall be determined in accordance with the terms agreed upon at the time of the preferred shares' issuance; the conversion exchange rate shall be calculated based on the Renminbi exchange rate midpoint published by the China Foreign Exchange Trade System on the trading day preceding the announcement date of the board resolution approving the Overseas Preferred Shares Issuance Scheme, using Hong Kong dollars and the currency of the Overseas Preferred Shares issuance as the reference.</p>

Original Article	Revised Article
<p align="center">Chapter XVIII Supplementary Provisions</p>	<p align="center">Chapter XVIII Supplementary Provisions</p>
<p>Article 303 Definitions</p> <p>(I) Controlling Shareholder means a shareholder meeting any of the following conditions:</p> <ol style="list-style-type: none"> 1. Such shareholder, acting alone or in concert with other shareholders, is able to elect more than half of the directors; 2. Such shareholder, acting alone or in concert with other shareholders, may exercise over thirty per cent of the voting rights in the Bank or may control the exercise of over thirty per cent of the voting rights in the Bank; 3. The shareholder, acting alone or in concert with other shareholders, holds shares representing more than thirty per cent of the total voting shares of the Bank; 4. Where acting in concert with other shareholders, the shareholder otherwise exercises de facto control over the Bank. <p>The term “acting in concert” as used herein refers to two or more shareholders expanding their control over the Bank’s shares or consolidating their controlling position through lawful means such as agreements (whether oral or written), cooperation, or related party relationships, and exercising voting rights with identical intentions.</p> <p>The circumstances referred to as “adopting the same position” in the preceding paragraph include jointly proposing resolutions, jointly nominating directors, and delegating the exercise of voting rights without specifying voting intentions.</p> <p>(II) An de facto controller refers to a person who, although not a shareholder of the Bank, is able to exercise actual control over the Bank’s conduct through investment relationships, agreements, or other arrangements.</p>	<p>Article 264 Definitions</p> <p>(I) A controlling shareholder shall mean a shareholder meeting any one of the following conditions:</p> <ol style="list-style-type: none"> 1. Such shareholder, acting alone or in concert with other shareholders, is able to elect a majority of the directors; 2. Such shareholder, acting alone or in concert with other shareholders, may exercise over thirty per cent of the voting rights in the Bank or may control the exercise of over thirty per cent of the voting rights in the Bank; 3. The shareholder, acting alone or in concert with other shareholders, holds shares representing more than thirty per cent of the total voting shares of the Bank; 4. Where acting in concert with other shareholders, the shareholder otherwise exercises de facto control over the Bank. <p>The term “acting in concert” as used herein refers to two or more shareholders expanding their control over the Bank’s shares or consolidating their controlling position through lawful means such as agreements (whether oral or written), cooperation, or related party relationships, and exercising voting rights with identical intentions.</p> <p>The circumstances referred to as “adopting the same position” in the preceding paragraph include jointly proposing resolutions, jointly nominating directors, and delegating the exercise of voting rights without specifying voting intentions.</p> <p><u>(I) A controlling shareholder refers to a shareholder whose shareholding exceeds fifty per cent of the total share capital of the joint-stock company, or a shareholder whose shareholding, though not exceeding fifty per cent, carries sufficient voting rights to exert a significant influence on the resolutions of the shareholders’ meeting.</u></p>

Original Article	Revised Article
<p>(III) A substantial shareholder shall mean a shareholder holding or controlling five per cent or more of the Bank’s shares or voting rights, or holding less than five per cent of the total capital or shares but having a significant influence on the Bank’s management and operations. The shareholding ratios of a shareholder and its affiliates or persons acting in concert shall be aggregated.</p> <p>The term “significant influence” in the preceding paragraph includes, but is not limited to, the appointment of directors, supervisors or senior management personnel to the Bank, influencing the Bank’s financial and operational management decisions through agreements or other means, and other circumstances recognised by the banking regulatory authority under the State Council.</p> <p>(IV) The term “related party” as referred to in Articles 63, 64, 65 of these Articles of Association and in subparagraph (III) of this Article means, in accordance with the provisions of Accounting Standard for Business Enterprises No. 36: Related Party Disclosures, a party that controls, jointly controls, or exerts significant influence over another party, as well as two or more parties that are under the control, joint control, or significant influence of the same party. However, enterprises under state control shall not be deemed related parties solely on the basis of shared state ownership. “Acting in concert” refers to the act or fact whereby an investor, through agreements or other arrangements, jointly with other investors, increases the number of voting rights over the Bank’s shares that it can control. “Persons acting in concert” refers to the relevant investors who have reached an agreement to act in concert.</p> <p>(V) The banking regulatory authority of the State Council refers to the China Banking and Insurance Regulatory Commission or its authorised branches.</p>	<p>(II) An de facto controller refers to a <u>natural person, legal person, or other organisation that, although not a shareholder of the Bank</u>, is able to exercise actual control over the Bank’s conduct through investment relationships, agreements, or other arrangements.</p> <p>(III) A substantial shareholder shall mean a shareholder holding or controlling five percent or more of the Bank’s shares or voting rights, or holding less than five per cent of the total capital or shares but having a significant influence on the Bank’s management and operations. The shareholding ratios of a shareholder and its affiliates or parties acting in concert shall be aggregated.</p> <p>The term “significant influence” in the preceding paragraph includes, but is not limited to, <u>the appointment of nominating or appointing directors, supervisors or senior management</u> to the Bank; influencing the Bank’s financial and operational management decisions through agreements or other means; and other circumstances recognised by the banking regulatory authority under the State Council.</p> <p>(IV) The term “related party” as referred to in <u>Articles 63, 64, 65, 44, 45, 46</u> of these Articles of Association and subparagraph (III) of this Article means parties that control, jointly control or exert significant influence over another party, as well as two or more parties that are under the control, joint control or significant influence of a common party, as defined in Accounting Standard for Business Enterprises No. 36: Related Party Disclosures. However, enterprises under state control shall not be deemed related parties solely on the basis of shared state holding. “Acting in concert” refers to the act or fact whereby an investor, through agreements or other arrangements, jointly with other investors, increases the number of voting rights over the Bank’s shares that it can control. “Persons acting in concert” refers to the relevant investors who have reached an agreement to act in concert.</p>

Original Article	Revised Article
<p>(VI) The term “accounting firm” as used in these Articles of Association shall have the same meaning as “auditor” under the Hong Kong Listing Rules.</p> <p>(VII) The term “senior management” as used in these Articles shall mean the President, Vice-Presidents, Assistant Presidents of the Bank, and other senior management personnel as recognised by the regulatory authorities.</p> <p>(VIII) The term “total number of shares carrying voting rights” as used in these Articles of Associations shall include only ordinary shares and preference shares with restored voting rights.</p> <p>(IX) Cumulative voting refers to the system whereby, in the election of directors or supervisors at a shareholders’ general meeting, each share carries a number of votes equal to the number of directors or supervisors to be elected, and shareholders may concentrate their voting rights.</p>	<p>(V) The banking regulatory authority of the State Council refers to the China Banking and Insurance Regulatory Commission, <u>the National Financial Regulatory Administration</u>, or its authorised branches.</p> <p>(VI) The term “accounting firm” as used in these Articles of Association shall have the same meaning as “auditor” under the Hong Kong Listing Rules.</p> <p>(VII) The term “senior management” as used in these Articles shall mean the President, Vice-Presidents, Assistant Presidents of the Bank, and other senior management personnel as recognised by the regulatory authorities.</p> <p>(VIII) The term “total number of shares carrying voting rights” as used in these Articles of Associations shall include only ordinary shares and preference shares with restored voting rights.</p> <p>(IX) Cumulative voting refers to the system whereby, in the election of directors or supervisors at a shareholders’ general meeting, each share carries a number of votes equal to the number of directors or supervisors to be elected, and shareholders may concentrate their voting rights.</p>
<p>Article 305 The Board of Directors and the Board of Supervisors shall formulate rules of procedure for the shareholders’ general meeting, the Board of Directors (including its specialised committees), and the Board of Supervisors (including its specialised committees) in accordance with the principles established in these Articles of Association. The rules of procedure for the shareholders’ general meeting, the Board of Directors, and the Board of Supervisors shall be approved by the shareholders’ general meeting.</p>	<p>Article 305<u>266</u> The Board of Directors and the Board of Supervisors shall formulate rules of procedure for the shareholders’ general meeting, the Board of Directors (including its specialised committees), and the Board of Supervisors (including its specialised committees) in accordance with the principles established in these Articles of Association. The rules of procedure for the shareholders’ general meeting, the Board of Directors, and the Board of Supervisors shall be approved by the shareholders’ general meeting.</p>

Original Article	Revised Article
<p>Article 306 In these Articles of Association, the terms “or more”, “or less than”, and “before” shall include the number specified; the terms “or less”, “excluding”, “after”, “below”, “more than”, and “beyond” shall exclude the number specified.</p>	<p>Article 306<u>267</u> In these Articles of Association, the terms “or more”; “or less than”; and “before” shall include the number specified; the terms “beyond” “or less”; “excluding”; “after”, “below” “more than” shall exclude the number specified.</p>
<p>Article 308 These Articles of Association shall take effect upon deliberation and adoption by the shareholders’ general meeting and approval by the banking regulatory authority under the State Council, and shall become effective on the date of listing of the Bank’s publicly issued domestic shares on a securities exchange.</p>	<p>Article—308<u>269</u> These Articles of Association shall take effect upon deliberation and adoption by the General shareholders’ general meeting and approval by the banking regulatory authority under the State Council,—and shall become effective on the date of listing of the Bank’s publicly issued domestic shares on a securities exchange.</p>

Note: The serial numbers of the revised articles and the serial numbers of the articles referred to crosswise in the main text shall be adjusted accordingly in light of the deletion of articles. All expressions involving “General Meeting” in the articles of the full text shall be adjusted to “Meeting”, and all relevant expressions involving “Board of Supervisors” or “Supervisor(s)” shall be deleted accordingly.

APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

Comparative Table of the Amendments to the Rules of Procedures for Shareholders' General Meetings of China Zheshang Bank Co., Ltd.

Original Article	Revised Article
Rules of Procedures for Shareholders' General Meetings of China Zheshang Bank Co., Ltd.	Rules of Procedures for Shareholders' General Meetings of China Zheshang Bank Co., Ltd.
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 To safeguard the legitimate rights and interests of the shareholders of China Zheshang Bank Co., Ltd. (hereinafter referred to as “our Bank”), to ensure the legitimacy of the procedures and resolutions of the general meeting, and to improve the efficiency of the general meeting, these Rules of Procedures are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Law of the People’s Republic of China on Commercial Banks, the Guidelines on the Corporate Governance of Commercial Banks, the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidance Opinion of the State Council on the Launch of Preference Shares Pilot Scheme, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Guidelines for the Articles of Association of Listed Companies, the Rules of Shareholders’ General Meeting of the Listed Companies and other relevant laws, regulations and regulatory documents as well as the Articles of Association of China Zheshang Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>	<p>Article 1 To safeguard the legitimate rights and interests of the shareholders of China Zheshang Bank Co., Ltd. (hereinafter referred to as “our Bank”), to ensure the legitimacy of the procedures and resolutions of the general meeting, and to improve the efficiency of the general meeting, these Rules of Procedures are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Law of the People’s Republic of China on Commercial Banks, the Guidelines on the Corporate Governance of Commercial Banks, <u>the Code of Corporate Governance for Banking and Insurance Institutions,</u> the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidance Opinion of the State Council on the Launch of Preference Shares Pilot Scheme, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Guidelines for the Articles of Association of Listed Companies, the Rules of Shareholders’ General Meeting of the Listed Companies and other relevant laws, regulations and regulatory documents as well as the Articles of Association of China Zheshang Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”).</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
Chapter 2 Functions and Powers of the General Meeting	Chapter 2 Functions and Powers of the General Meeting
<p>Article 3 In accordance with the laws, regulations and the Articles of Association as well as other relevant provisions, the general meeting shall exercise the following functions and powers:</p> <p>(I) to determine the business policies and investment plans of our Bank;</p> <p>(II) to elect and replace Directors, and to decide on matters in relation to the remuneration of Directors;</p> <p>(III) to elect and replace Supervisors who are Shareholders' representatives and external Supervisors, and to decide on matters in relation to the remuneration of Supervisors;</p> <p>(IV) to review and approve the report of the Board;</p> <p>(V) to review and approve the report of the Supervisory Committee;</p> <p>(VI) to review and approve the annual financial budgets and final accounts of our Bank;</p> <p>(VII) to review and approve the profit distribution plan and loss recovery plan of our Bank;</p> <p>(VIII) to adopt resolutions on the increase or decrease of the registered capital of our Bank;</p> <p>(IX) to adopt resolutions on the issuance of shares by our Bank or the issuance of bonds of our Bank in the nature of replenishing capital fund;</p> <p>(X) to adopt resolutions on the merger, division, dissolution and liquidation and other matters of our Bank;</p> <p>(XI) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the accounting firm of our Bank;</p> <p>(XII) to amend the Articles of Association of our Bank;</p>	<p>Article 3 In accordance with the laws, regulations and the Articles of Association as well as other relevant provisions, the general meeting shall exercise the following functions and powers:</p> <p>(I) to determine the business policies and investment plans of our Bank;</p> <p>(II) to elect and replace Directors <u>other than employee Directors</u>, and to decide <u>on matters in relation to the remuneration of Directors</u>;</p> <p>(III) to elect and replace Supervisors who are Shareholders' representatives and external Supervisors, and to decide on matters in relation to the remuneration of Supervisors;</p> <p>(IV) to review and approve the report of the Board;</p> <p>(V) to review and approve the report of the Supervisory Committee;</p> <p>(VI) to review and approve the annual financial budgets and final accounts of our Bank;</p> <p>(VII) to review and approve the profit distribution plan and loss recovery plan of our Bank;</p> <p>(VIII) to adopt resolutions on the increase or decrease of the registered capital of our Bank;</p> <p>(IX) to adopt resolutions on <u>the issuance of shares by our Bank or the issuance of bonds of our Bank in the nature of replenishing capital fund or other securities and listing, and the meeting may authorize the Board to adopt resolutions on the issuance of bonds</u>;</p> <p>(X) to adopt resolutions on the merger, division, <u>spin-off</u>, dissolution, <u>and liquidation or change of corporate form</u> and other matters of our Bank;</p> <p>(XI) to adopt resolutions on the engagement, <u>or dismissal or discontinuation of the appointment of the accounting firm which undertakes the audit business of our Bank</u> of our Bank;</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>(XIII) to review proposals raised by Shareholders who individually or jointly hold 3% or more of the total voting Shares of our Bank;</p> <p>(XIV) to determine the issuance of preference shares; to determine or authorise the Board to determine matters relating to the preference shares issued by our Bank, including but not limited to redemption, conversion and distribution of dividends;</p> <p>(XV) to review and approve matters relating to changes in the use of proceeds from funds raised;</p> <p>(XVI) to review the equity incentive scheme;</p> <p>(XVII) to review matters relating to the purchase or sale of material assets by our Bank in non-commercial banking business within one year or the provision of guarantees in non-commercial banking business with an amount exceeding 30% of the latest audited total asset value of our Bank;</p> <p>(XVIII) to review and approve matters relating to external donations in cash or in kind made by our Bank in the current year with a total accumulated amount exceeding 0.5% of the audited net assets of the preceding year;</p> <p>(XIX) to review investments in fixed assets, external investments, connected transactions and other matters that shall be submitted to the general meeting for review in accordance with the relevant laws, regulations, departmental rules, the provisions of the securities regulatory authorities at the place where the Shares of our Bank are listed, as well as the Articles of Association of our Bank and other internal systems.</p>	<p>(XHVIII) to amend the Articles of Association of our Bank;</p> <p><u>(IX) to review and approve the Rules of Procedures for Shareholders' Meetings and the Rules of Procedures for the Board of Directors;</u></p> <p><u>(X) to adopt resolutions on the acquisition of the shares of the Bank pursuant to the laws and the Articles of Association of our Bank;</u></p> <p>(XHHXI) to review proposals raised by Shareholders who individually or jointly hold 31% or more of the total voting Shares of our Bank;</p> <p>(XIVXII) to determine the issuance of preference shares; to determine or authorise the Board to determine matters relating to the preference shares issued by our Bank, including but not limited to redemption, conversion and distribution of dividends;</p> <p>(XVXIII) to review and approve matters relating to changes in the use of proceeds from funds raised;</p> <p>(XVIXIV) to review the equity incentive scheme <u>and the employee stock ownership plan;</u></p> <p>(XVHXV) to review matters relating to the purchase or sale of material assets by our Bank in non-commercial banking business within one year or the provision of guarantees in non-commercial banking business with an amount exceeding 30% of the latest audited total asset value of our Bank;</p> <p><u>(XVI) to review and approve the authorization to the Board to determine, within three years, the issuance of Shares not exceeding 50% of the total number of issued Shares; where non-monetary properties are used as consideration for capital contribution, such issuance shall be subject to resolutions of the meeting;</u></p> <p>(XVIII) to review and approve matters relating to external donations in cash or in kind made by our Bank in the current year with a total accumulated amount exceeding 0.5% of the audited net assets of the preceding year;</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Matters within the scope of the above functions and powers of the general meeting shall be reviewed and decided by the general meeting, but under necessary, reasonable and lawful circumstances, the general meeting may authorize the Board to decide such matters. The scope of authorization shall be specific and explicit. For any authorization granted by the general meeting to the Board, if the matters authorized fall within those which, under the Articles of Association, shall be passed by way of an ordinary resolution at the general meeting, such authorization shall be passed by more than half of the voting rights held by the Shareholders (including proxies) present at the general meeting; if the matters authorized fall within those which, under the Articles of Association, shall be passed by way of a special resolution at the general meeting, such authorization shall be passed by not less than two-thirds of the voting rights held by the Shareholders (including proxies) present at the general meeting.</p>	<p align="center">(XIV)(XVII) to review investments in fixed assets, external investments, connected transactions and other matters that shall be submitted to the general meeting for review in accordance with the relevant laws, <u>administrative</u> regulations, departmental rules, the provisions of the securities regulatory authorities at the place where the Shares of our Bank are listed, as well as the Articles of Association of our Bank and other internal systems.</p> <p>Matters within the scope of the above functions and powers of the general meeting shall be reviewed and decided by the general meeting, but under necessary, reasonable and lawful circumstances, the general meeting may authorize the Board to decide such matters. The scope of authorization shall be specific and explicit. For any authorization granted by the general meeting to the Board, if the matters authorized fall within those which, under the Articles of Association of our Bank, shall be passed by way of an ordinary resolution at the general meeting, such authorization shall be passed by more than half of the voting rights held by the Shareholders (including proxies) present at the general meeting; if the matters authorized fall within those which, under the Articles of Association of our Bank, shall be passed by way of a special resolution at the general meeting, such authorization shall be passed by not less than two-thirds of the voting rights held by the Shareholders (including proxies) present at the general meeting.</p> <p><u>Where, in accordance with the preceding paragraph, the Board decides on the issuance of Shares which leads to changes in the registered capital and the number of issued Shares of the Bank, the amendments to the corresponding provisions of the Articles of Association in respect of such matters need not be further submitted to the meeting for voting.</u></p> <p><u>Where the Articles of Association of our Bank or the meeting authorise the Board to decide on the issuance of new Shares, the resolutions of the Board shall be passed by not less than two-thirds of all Directors.</u></p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 5 Unless otherwise provided by the laws and regulations or by the securities regulatory authorities or stock exchanges at the places where the shares of our Bank are listed, the shares held by Shareholders of our Bank may be transferred in accordance with the law and the provisions of the Articles of Association of our Bank, and shall not carry any lien.</p> <p>The transfer of shares of our Bank shall be registered with the share registrar appointed by our Bank.</p> <p>The transfer of shares of our Bank shall comply with the provisions of the banking regulatory authority of the State Council and other relevant regulatory authorities.</p>	<p>Article 5 Unless otherwise provided by the laws and regulations or by the securities regulatory authorities or stock exchanges at the places where the shares of our Bank are listed, the shares held by Shareholders of our Bank may be transferred in accordance with the law and the provisions of the Articles of Association of our Bank, and shall not carry any lien.</p> <p>The transfer of shares of our Bank shall be registered with the share registrar appointed by our Bank.</p> <p>The transfer of shares of our Bank shall comply with the provisions of the banking regulatory authority of the State Council and other relevant regulatory authorities.</p>
Chapter 3 Proposals of the General Meeting	Chapter 3 Proposals of the General Meeting
<p>Article 6 When our Bank convenes a general meeting, the Board, the Supervisory Committee and Shareholders individually or jointly holding more than 3% of the total number with voting rights shall be entitled to submit proposals to the general meeting.</p>	<p>Article 6 When our Bank convenes a general meeting, the Board, the Supervisory Committee <u>the Audit Committee</u> and Shareholders individually or jointly <u>in aggregate</u> holding more than 31% <u>3%</u> of the total number <u>of Shares (including Shares such as preference Shares with restored voting rights)</u> with voting rights shall be entitled to submit proposals to our Bank the general meeting. <u>The Board shall submit the proposals raised by it to the meeting for consideration.</u></p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 7 After the notice of a general meeting is issued, Shareholders individually or jointly holding more than 3% of the total number of Shares with voting rights may make a temporary proposal and submit it in writing to the convener ten days before the convening of the meeting or at least two days before the deadline for sending a supplementary notice of the general meeting as specified in the Hong Kong Listing Rules (whichever is earlier). The convener shall serve a supplementary notice of the general meeting within two days after receipt of the temporary proposal, announce the contents of the temporary proposal, and submit the temporary proposal to the general meeting for consideration.</p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposal set out in the notice of general meeting or add any new proposal after the said notice is served.</p> <p>Proposals not set out in the notice of general meeting or not complying with the Articles of Association shall not be voted on or resolved at the general meeting.</p>	<p>Article 7 After the notice of a general meeting is issued, Shareholders individually or jointly <u>in aggregate</u> holding more than 3<u>31</u>% of the total number of Shares with voting rights may make a temporary proposal and submit it in writing to the convener ten days before the convening of the meeting or at least two days before the deadline for sending a supplementary notice of the general meeting as specified in the Hong Kong Listing Rules (whichever is earlier). <u>Where qualified Shareholders make a temporary proposal before the convening of the meeting, their shareholding percentage shall not be less than 1% during the period from the date of issuance of the notice of such proposal to the date of announcement of the resolutions of the meeting, and our Bank shall not raise the shareholding percentage requirement for the Shareholders putting forward a temporary proposal. When Shareholders put forward a temporary proposal, they shall provide the convener with written documents evidencing that they hold more than 1% of the Shares of the Bank. Where Shareholders make a joint proposal by way of entrustment, the entrusting Shareholder(s) shall issue a written authorization document to the entrusted Shareholder(s). The convener shall serve a supplementary notice of the meeting within two days after receipt of the temporary proposal, announce the contents of the temporary proposal, and submit the temporary proposal to the meeting for consideration (except where such temporary proposal violates the provisions of laws, administrative regulations or the Articles of Association, or does not fall within the scope of authority of the meeting. The convener shall serve a supplementary notice of the general meeting within two days after receipt of the temporary proposal, announce the contents of the temporary proposal, and submit the temporary proposal to the general meeting for consideration except where such temporary proposal violates the provisions of laws, administrative regulations or the Articles of Association of our Bank, or does not fall within the scope of authority of the meeting.</u></p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
	<p>Save as specified in the preceding paragraph, the convener shall not change the proposal set out in the notice of general meeting or add any new proposal after the said notice is served.</p> <p>Proposals not set out in the notice of general meeting or not complying with the Articles of Association shall not be voted on or resolved at the general meeting.</p>
<p>Article 8 Proposals to be submitted to the general meeting shall satisfy the following conditions:</p> <p>(I) their contents shall not conflict with the provisions of the laws regulations and the Articles of Association, and shall fall within the business scope of our Bank and the functions and powers of the general meeting.</p> <p>.....</p>	<p>Article 8 Proposals to be submitted to the general meeting shall satisfy the following conditions:</p> <p>(I) their contents shall not conflict with the provisions of the laws, regulations, <u>rules</u> and the Articles of Association, and shall fall within the business scope of our Bank and the functions and powers of the general meeting.</p> <p>.....</p>
<p>Article 9 The Board shall take the maximization of the interests of our Bank and the Shareholders as its code of conduct, and, in accordance with the provisions of the Articles of Association of our Bank, review the proposals to the general meeting and decide whether such proposals shall be submitted to the general meeting for consideration.</p>	<p>Article 9 The Board shall take the maximization of the interests of our Bank and the Shareholders as its code of conduct, and, in accordance with the provisions of the Articles of Association of our Bank, review the proposals to the general meeting and decide whether such proposals shall be submitted to the general meeting for consideration.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
Chapter 4 Convening and Notice of the General Meeting	Chapter 4 Convening and Notice of the General Meeting
<p>Article 13 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>.....</p> <p>(II) where the accumulated losses not yet made good amount to one-third of the total number of shares;</p> <p>(III) where Shareholder(s) individually or jointly holding 10% or more of the total number with voting rights of our Bank request(s) to convene the meeting;</p> <p>(IV) where the Board considers it necessary;</p> <p>(V) where the Supervisory Committee proposes to convene the meeting;</p> <p>(VI) where more than half of the independent Directors propose to convene the meeting;</p> <p>(VII) where more than half of the external Supervisors propose to convene the meeting;</p> <p>(VIII) other circumstances as stipulated in the Articles of Association of our Bank.</p> <p>.....</p>	<p>Article 13 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>.....</p> <p>(II) where the accumulated losses not yet made good amount to one-third of the total number of shares <u>capital</u>;</p> <p>(III) where Shareholder(s) individually or jointly <u>in aggregate</u> holding 10% or more of the total number <u>of Shares (including Shares such as preference Shares with restored voting rights with voting rights)</u> of our Bank request(s) to convene the meeting;</p> <p>(IV) where the Board considers it necessary;</p> <p>(V) where the <u>Supervisory Audit</u> Committee proposes to convene the meeting;</p> <p>(VI) where more than half <u>one-half or more and not less than two</u> of the independent Directors propose to convene the meeting;</p> <p>(VII) where more than half of the external Supervisors propose to convene the meeting;</p> <p><u>(VHVII) other circumstances as stipulated in the laws, administrative regulations and departmental rules or other circumstances as stipulated in the Articles of Association of our Bank.</u></p> <p>.....</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 14 For the proposal to convene an extraordinary general meeting made by more than half of the independent Directors or more than half of the external Supervisors, the Board shall, in accordance with the laws, regulations and the Articles of Association of our Bank, make a written response as to whether it agrees to convene an extraordinary general meeting within ten days upon receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, the board shall issue the notice of convening the extraordinary general meeting within five days after the Board has passed the resolution; if the Board does not agree to convene the extraordinary general meeting, it shall state the reasons therefor and make an announcement.</p> <p>The Supervisory Committee shall submit a proposal in writing to the Board for convening an extraordinary general meeting, and the Board shall, in accordance with the laws, regulations and the Articles of Association of our Bank, make a written response as to whether it agrees to convene an extraordinary general meeting within ten days upon receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, the notice of convening the general meeting shall be issued within five days after the Board has passed the resolution, and any change to the original proposal in the notice shall be subject to the consent of the Supervisory Committee. If the Board does not agree to convene the extraordinary general meeting, or if it fails to make a written response within ten days upon receipt of the proposal, the Board shall be deemed incapable of or failing to perform its duties to convene the general meeting, and the Supervisory Committee may convene and preside over the meeting itself.</p>	<p>Article 14 <u>Upon the consent of more than half of all independent Directors, the independent Directors shall be entitled to propose to the Board to convene an extraordinary meeting.</u> For the proposal to convene an extraordinary general meeting made by more than half of the independent Directors or more than half of the external Supervisors, the Board shall, in accordance with the laws, administrative regulations and the Articles of Association of our Bank, make a written response as to whether it agrees to convene an extraordinary general meeting within ten days upon receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, the board shall<u>will</u> issue the notice of convening the extraordinary general meeting within five days after the Board has passed the resolution; if the Board does not agree to convene the extraordinary general meeting, it shall state the reasons therefor and make an announcement.</p> <p>The Supervisory Committee shall submit a proposal in writing to the Board for convening an extraordinary general meeting, and the Board shall, in accordance with the laws, regulations and the Articles of Association of our Bank, make a written response as to whether it agrees to convene an extraordinary general meeting within ten days upon receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, the notice of convening the general meeting shall be issued within five days after the Board has passed the resolution, and any change to the original proposal in the notice shall be subject to the consent of the Supervisory Committee. If the Board does not agree to convene the extraordinary general meeting, or if it fails to make a written response within ten days upon receipt of the proposal, the Board shall be deemed incapable of or failing to perform its duties to convene the general meeting, and the Supervisory Committee may convene and preside over the meeting itself.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Shareholders individually or jointly holding more than 10% of the total number of shares with voting rights of our Bank shall submit a proposal in writing to the Board to convene an extraordinary general meeting or a class meeting of shareholders, and the Board shall, in accordance with the laws, regulations and the Articles of Association of our Bank, make a written response as to whether it agrees to convene an extraordinary general meeting or a class meeting of shareholders within ten days upon receipt of the request. If the Board agrees to convene the extraordinary general meeting or the class meeting of shareholders, the notice of convening the general meeting shall be issued within five days after the Board has passed the resolution, and any change to the original request in the notice shall be subject to the consent of the relevant Shareholders. If the Board does not agree to convene the extraordinary general meeting or the class meeting of shareholders, or if it fails to make a response within ten days upon receipt of the request, the Shareholders individually or in aggregate holding more than 10% of the total number of shares with voting rights of our Bank shall be entitled to request the Supervisory Committee to convene an extraordinary general meeting or a class meeting of shareholders, and shall submit such request to the Supervisory Committee in writing.</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting or the class meeting of shareholders, it shall issue the notice of convening the general meeting within five days upon receipt of the request, and any change to the original request in the notice shall be subject to the consent of the relevant Shareholders. If the Supervisory Committee fails to issue the notice of convening the general meeting or the class meeting of shareholders within the prescribed time limit, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting or the class meeting of shareholders, and the Shareholders who have individually or jointly held more than 10% of the total number of shares with voting rights of our Bank for more than ninety consecutive days may convene and preside over the meeting themselves.</p>	<p>Shareholders individually or jointly holding more than 10% of the total number of shares with voting rights of our Bank shall submit a proposal in writing to the Board to convene an extraordinary general meeting or a class meeting of shareholders, and the Board shall, in accordance with the laws, regulations and the Articles of Association of our Bank, make a written response as to whether it agrees to convene an extraordinary general meeting or a class meeting of shareholders within ten days upon receipt of the request. If the Board agrees to convene the extraordinary general meeting or the class meeting of shareholders, the notice of convening the general meeting shall be issued within five days after the Board has passed the resolution, and any change to the original request in the notice shall be subject to the consent of the relevant Shareholders. If the Board does not agree to convene the extraordinary general meeting or the class meeting of shareholders, or if it fails to make a response within ten days upon receipt of the request, the Shareholders individually or in aggregate holding more than 10% of the total number of shares with voting rights of our Bank shall be entitled to request the Supervisory Committee to convene an extraordinary general meeting or a class meeting of shareholders, and shall submit such request to the Supervisory Committee in writing.</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting or the class meeting of shareholders, it shall issue the notice of convening the general meeting within five days upon receipt of the request, and any change to the original request in the notice shall be subject to the consent of the relevant Shareholders. If the Supervisory Committee fails to issue the notice of convening the general meeting or the class meeting of shareholders within the prescribed time limit, it shall be deemed that the Supervisory Committee does not convene or preside over the general meeting or the class meeting of shareholders, and the Shareholders who have individually or jointly held more than 10% of the total number of shares with voting rights of our Bank for more than ninety consecutive days may convene and preside over the meeting themselves.</p>

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Original Article	Revised Article
	<p style="text-align: center;"><u>Article 15 Where the Audit Committee proposes to convene an extraordinary meeting, it shall submit a proposal in writing to the Board. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association of our Bank, make a written response as to whether or not it agrees to convene an extraordinary meeting within ten days upon receipt of the proposal.</u></p> <p style="text-align: center;"><u>If the Board agrees to convene the extraordinary meeting, the notice of convening the meeting shall be issued within five days after the Board has passed the resolution, and any change to the original proposal in the notice shall be subject to the consent of the Audit Committee.</u></p> <p style="text-align: center;"><u>If the Board does not agree to convene the extraordinary meeting, or if it fails to make a written response within ten days upon receipt of the proposal, the Board shall be deemed incapable of or failing to perform its duties to convene the meeting, and the Audit Committee may convene and preside over the meeting itself.</u></p>

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Original Article	Revised Article
	<p align="center"><u>Article 16 Where Shareholders request to convene an extraordinary meeting or a class meeting of Shareholders, the following procedures shall be followed:</u></p> <p align="center"><u>Shareholder(s) individually or in aggregate holding more than 10% of the total number of Shares of our Bank with voting rights (including Shares such as preference Shares with restored voting rights) who request to convene an extraordinary meeting shall submit a request in writing to the Board. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary meeting within ten days upon receipt of the request.</u></p> <p align="center"><u>If the Board agrees to convene the extraordinary meeting, a notice of convening the meeting shall be issued within five days after the resolution of the Board is passed, and any change to the original request in the notice shall be subject to the consent of the relevant Shareholders.</u></p> <p align="center"><u>If the Board does not agree to convene the extraordinary meeting, or fails to give any response within ten days upon receipt of the request, the Shareholder(s) individually or in aggregate holding more than 10% of the Shares of our Bank (including preference Shares with restored voting rights) shall be entitled to request the Audit Committee to convene an extraordinary meeting, and shall submit such request in writing to the Audit Committee.</u></p>

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Original Article	Revised Article
	<p align="center"><u>If the Audit Committee agrees to convene the extraordinary meeting, it shall issue a notice of convening the meeting within five days upon receipt of the request, and any change to the original request in the notice shall be subject to the consent of the relevant Shareholders.</u></p> <p align="center"><u>If the Audit Committee fails to issue the notice of convening the meeting within the prescribed time limit, it shall be deemed that the Audit Committee does not convene or preside over the meeting, and the Shareholder(s) who have individually or in aggregate held more than 10% of the Shares of our Bank (including Shares such as preference Shares with restored voting rights) for more than ninety consecutive days may convene and preside over the meeting by themselves.</u></p>

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Original Article	Revised Article
<p>Article 15 If either the Supervisory Committee or Shareholders propose to convene a general meeting on their own initiatives, the Board shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority of the State Council in the place where our Bank is situated, the dispatched office of the securities regulatory authority under the State Council and the stock exchange and other relevant regulatory authorities. Reasonable costs needed by the meeting shall be borne by our Bank, and shall be deducted from the funds due to our Bank from Directors who have not carried out their duties.</p> <p>Before the announcement of the resolutions of the general meeting, the shareholding proportion of the convening Shareholders shall not be less than 10% of the total number of Shares with voting rights.</p> <p>The convening Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority of the State Council in the place where our Bank is situated and to other relevant regulatory authorities when the convening Shareholders issue the notice of general meeting and the announcement of the resolutions passed at the general meeting.</p> <p>For a general meeting convened by the Supervisory Committee or Shareholders on their own initiatives, the Board and the Secretary to the Board shall cooperate. The Board shall provide the register of members as at the share registration date. Where the Board fails to provide the register of members, the convener may apply to obtain it from the securities registration and clearing institution upon presentation of the announcement relating to the convening of the general meeting. The register of members obtained by the convener shall not be used for any other purposes except for the convening of the general meeting.</p>	<p>Article 15⁷ If either the Supervisory <u>Audit</u> Committee or Shareholders propose to convene a general meeting on their own initiatives, the Board shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority of the State Council in the place where our Bank is situated, the dispatched office of the securities regulatory authority under the State Council and the stock exchange and other relevant regulatory authorities. Reasonable costs needed by the meeting shall be borne by our Bank, and shall be deducted from the funds due to our Bank from Directors who have not carried out their duties.</p> <p>Before the announcement of the resolutions of the general meeting, the shareholding proportion of the convening Shareholders shall not be less than 10% of the total number of Shares with voting rights.</p> <p>Where the <u>Audit Committee</u> or the convening Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority of the State Council in the place where our Bank is situated and to other relevant regulatory authorities stock exchange when the convening Shareholders issue the notice of general meeting and the announcement of the resolutions passed at the general meeting.</p> <p>For a general meeting convened by the Supervisory <u>Audit</u> Committee or Shareholders on their own initiatives, the Board and the Secretary to the Board shall cooperate. The Board shall provide the register of members as at the share registration date. Where the Board fails to provide the register of members, the convener may apply to obtain it from the securities registration and clearing institution upon presentation of the announcement relating to the convening of the general meeting. The register of members obtained by the convener shall not be used for any other purposes except for the convening of the general meeting.</p>

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<p>Article 16 When convening an annual general meeting, the time, venue and matters to be considered at the meeting shall be notified to all Shareholders entitled to attend the general meeting at least 20 Hong Kong business days before the date of the meeting; when convening an extraordinary general meeting, the time, venue and matters to be considered at the meeting shall be notified to all Shareholders entitled to attend the general meeting at least 10 Hong Kong business days or 15 days (whichever is longer) before the date of the meeting.</p> <p style="text-align: center;">.....</p>	<p>Article 16¹⁸ When convening an annual general meeting, the time, venue and matters to be considered at the meeting shall be <u>given in writing and</u> notified to all Shareholders entitled to attend the general meeting at least 20 Hong Kong business days before the date of the meeting; when convening an extraordinary general meeting, the time, venue and matters to be considered at the meeting shall be given in writing and notified to all Shareholders entitled to attend the general meeting at least 10 Hong Kong business days or 15 days (whichever is longer) before the date of the meeting.</p> <p style="text-align: center;">.....</p>
<p>Article 18 Accidental omission to give notice of a meeting to any person entitled to receive such notice or the non-receipt of such notice by any of such person shall not invalidate the meeting and the resolutions passed thereat which are convened in accordance with the Articles of Association of our Bank.</p>	<p>Article 18²⁰ Accidental omission to give notice of a meeting to any person entitled to receive such notice or the non-receipt of such notice by any of such person shall not <u>solely</u> invalidate the meeting and the resolutions passed thereat which are convened in accordance with the Articles of Association of our Bank.</p>

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<p>Article 19 The notice of a general meeting shall meet the following requirements:</p> <p>(I) it shall be made in writing;</p> <p>(II) it shall specify the place, time and duration of the meeting;</p> <p>(III) it shall specify the matters and proposals to be considered at the meeting;</p> <p>(IV) it shall provide the Shareholders with such materials and explanations as are necessary for them to make an informed decision on the matters to be discussed; this principle includes (but is not limited to) that, where our Bank proposes merger, repurchase of shares, restructuring of share capital or other reorganization, the specific terms and contracts (if any) of the proposed transaction shall be provided and a conscientious explanation shall be given as to the causes and consequences thereof;</p> <p>(V) where any Director, Supervisor or senior management member has a material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an impact on such Director, Supervisor or senior management member as a Shareholder which is different from that on other Shareholders of the same class, such difference shall be explained;</p> <p>(VI) it shall set out the full text of any special resolution proposed to be considered at the meeting;</p>	<p>Article 1921 The notice of a general meeting shall meet the following requirements <u>include the following particulars</u>:</p> <p>(I) it shall be made in writing;</p> <p>(II) it shall specify the <u>time</u>, place, time and duration of the meeting;</p> <p>(III) it shall specify the matters and proposals to be considered at the meeting;</p> <p>(IV) it shall provide the Shareholders with such materials and explanations as are necessary for them to make an informed decision on the matters to be discussed; this principle includes (but is not limited to) that, where our Bank proposes merger, repurchase of shares, restructuring of share capital or other reorganization, the specific terms and contracts (if any) of the proposed transaction shall be provided and a conscientious explanation shall be given as to the causes and consequences thereof;</p> <p>(V) where any Director, Supervisor or senior management member has a material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an impact on such Director, Supervisor or senior management member as a Shareholder which is different from that on other Shareholders of the same class, such difference shall be explained;</p> <p>(VI) it shall set out the full text of any special resolution proposed to be considered at the meeting;</p>

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<p>(VII) it shall specify in prominent wording that all Shareholders (including Shareholders of preference Shares with restored voting rights) are entitled to attend the general meeting, and that Shareholders who are all entitled to attend and vote at the general meeting are entitled to appoint in writing one or more proxies, and who need not be Shareholders, to attend and vote on their behalf;</p> <p>(VIII) it shall specify the share registration date for Shareholders entitled to attend the general meeting;</p> <p>(IX) it shall specify the time and place for delivery of the proxy forms for voting at the meeting;</p> <p>(X) where the general meeting is to be held by way of online or other means, it shall specify in the notice of the general meeting the time and procedures for voting by such online or other means;</p> <p>(XI) it shall specify the name and telephone number of the standing contact person for the meeting; and (XII) it shall comply with other requirements as stipulated by the laws, regulations and the Articles of Association. Where the matters proposed to be discussed require opinions of the independent Directors, the opinions and reasons of the independent Directors shall be disclosed simultaneously when the notice of the general meeting or the supplementary notice is issued.</p>	<p>(VIIII) it shall specify in prominent wording that all <u>ordinary</u> Shareholders (including Shareholders of preference Shares with restored voting rights) <u>and Shareholders holding Shares with special voting rights</u> are all entitled to attend the <u>general meeting</u>, and that Shareholders who are entitled to attend and vote at the general meeting are entitled to appoint in writing one or more proxies, and who need not be Shareholders of our Bank, to attend and vote on their behalf;</p> <p>(VIIIIV) it shall specify the share registration date for Shareholders entitled to attend the general meeting;</p> <p>(IXX) it shall specify the time and place for delivery of the proxy forms for voting at the meeting;</p> <p>(XXI) where the general meeting is to be held by way of online or other means, it shall specify in the notice of the general meeting the time and procedures for voting by such online or other means;</p> <p>(XIVVII) it shall specify the name and telephone number of the standing contact person for the meeting; and</p> <p>(XHVIII) it shall comply with other requirements as stipulated by the laws, regulations and the Articles of Association <u>of our Bank.</u></p> <p>Where the matters proposed to be discussed require opinions of the independent Directors, the opinions and reasons of the independent Directors shall be disclosed simultaneously when the notice of the general meeting or the supplementary notice is issued.</p> <p><u>The notice of the meeting and any supplementary notice shall fully and completely disclose the specific contents of all proposals and all materials or explanations as are necessary for the Shareholders to make a reasonable judgment on the matters to be discussed.</u></p>

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<p>Article 20 Where the general meeting proposes to discuss the election of Directors and Supervisors, the notice of the general meeting shall fully disclose the detailed information of the candidates for Directors and Supervisors, including at least the following particulars:</p> <p style="text-align: center;">.....</p> <p>(II) whether such person has any connected relationship with the Bank or the controlling Shareholders and de facto controllers of the Bank;</p> <p>(III) to disclose the number of Shares of the Bank held by such person;</p> <p style="text-align: center;">.....</p> <p>Unless Directors and Supervisors are elected by way of cumulative voting, each candidate for Director or Supervisor shall be proposed by way of a separate proposal.</p>	<p>Article 202 Where the general meeting proposes to discuss the election of Directors and Supervisors, the notice of the general meeting shall fully disclose the detailed information of the candidates for Directors and Supervisors, including at least the following particulars:</p> <p style="text-align: center;">.....</p> <p>(II) whether such person has any connected relationship with the Bank or the controlling Shareholders and de facto controllers of the Bank;</p> <p>(III) to disclose the number of Shares of the Bank held by such person;</p> <p style="text-align: center;">.....</p> <p>Unless Directors and Supervisors are elected by way of cumulative voting, each candidate for Director or Supervisor shall be proposed by way of a separate proposal.</p>
<p>Article 21 Shareholders may attend the general meeting in person and exercise their voting rights, or may appoint proxies in writing to attend the meeting and exercise their voting rights to the extent authorized.</p> <p>Individual Shareholders who attend the meeting in person shall present their identity cards or other valid documents or certificates which can prove their identity and their share account cards; where proxies are appointed to attend the meeting, the proxies shall present their own valid identity documents and the proxy forms of Shareholders.</p> <p>Corporate Shareholders shall attend the meeting by their legal representatives or the proxies entrusted by their legal representatives. If the legal representatives attend the meeting, they shall present their identity cards and valid proof of their capacity as legal representatives; where proxies are appointed to attend the meeting, the proxies shall present their identity cards and the written proxy forms lawfully issued by the legal representatives of the corporate Shareholders.</p>	<p>Article 213 Shareholders may attend the general meeting in person and exercise their voting rights, or may appoint proxies in writing to attend the meeting and exercise their voting rights to the extent authorized.</p> <p>Individual Shareholders who attend the meeting in person shall present their identity cards or other valid documents or certificates which can prove their identity and their share account cards; where proxies are appointed to attend the meeting, the proxies shall present their own valid identity documents and the proxy forms of Shareholders.</p> <p>Corporate Shareholders shall attend the meeting by their legal representatives or the proxies entrusted by their legal representatives. If the legal representatives attend the meeting, they shall present their identity cards and valid proof of their capacity as legal representatives; where proxies are appointed to attend the meeting, the proxies shall present their identity cards and the written proxy forms lawfully issued by the legal representatives of the corporate Shareholders.</p>

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<p>Article 22 The proxy form issued by a Shareholder authorizing another person to attend the general meeting shall contain the following particulars:</p> <p>(I) the name of the proxy;</p> <p>(II) the number of Shares represented by the proxy;</p> <p>(III) whether the proxy has voting rights;</p> <p>(IV) instructions as to how to cast votes respectively (for, against or abstain) on each item on the agenda of the general meeting;</p> <p>(V) the date of issue and the term of validity of the proxy form; and</p> <p>(VI) the signature or seal of the principal. If the principal is a corporate Shareholder, the proxy form shall bear the corporate seal or be signed by its legal representative or its director or duly appointed proxy. Where the principal is a domestic corporate Shareholder, the proxy form shall also bear the corporate seal.</p> <p>The form shall specify whether the proxy may vote at his/her own discretion if the Shareholder does not give specific instructions.</p>	<p>Article 224 The proxy form issued by a Shareholder authorizing another person to attend the general meeting shall contain the following particulars:</p> <p>(I) the name of the proxy <u>the name or title of the principal, and the class and number of Shares of the Bank held by the principal;</u></p> <p>(II) the number of Shares represented by the name or title of the proxy;</p> <p>(III) whether the proxy has voting rights;</p> <p>(IVIII) <u>the specific instructions of the Shareholder, including instructions as to how to cast votes respectively (for agree, against or abstain, etc.) on each item on the agenda of the general meeting;</u></p> <p>(VIV) the date of issue and the term of validity of the proxy form; and</p> <p>(VIV) the signature (or seal) of the principal. If the principal is a corporate Shareholder, the proxy form shall bear the corporate seal or be signed by its legal representative or its director or duly appointed proxy. Where the principal is a domestic corporate Shareholder, the proxy form shall also bear the corporate seal.</p> <p>The form shall specify <u>state</u> whether the proxy may vote at his/her own discretion if the Shareholder does not give specific instructions.</p>
<p>Article 23 After the notice of a general meeting is issued, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals set out in the notice of the general meeting shall not be cancelled. In the event of any postponement or cancellation, the convener shall make an announcement and explain the reasons at least two working days before the original date of the general meeting.</p>	<p>Article 235 After the notice of a general meeting is issued, the general meeting shall not be postponed or cancelled without justifiable reasons, and the proposals set out in the notice of the general meeting shall not be cancelled. In the event of any postponement or cancellation, the convener shall make an announcement and explain the reasons at least two working days before the original date of the general meeting.</p>

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Chapter 5 Convening of the Meeting and Voting	Chapter 5 Convening of the Meeting and Voting
<p>Article 25 The venue of the general meeting of our Bank shall be the domicile of our Bank or other places specified in the notice of the general meeting. The general meeting shall set up a venue and be held in the form of an on-site meeting.</p> <p>Our Bank shall also provide online voting as a means to facilitate Shareholders' participation in the general meeting. Shareholders participating in the general meeting through the aforesaid means shall be deemed to have attended the meeting.</p> <p>After the notice of the general meeting is issued, without justifiable reasons, the venue of the on-site general meeting shall not be changed. If a change is indeed necessary, the convener shall make an announcement and explain the reasons at least two working days before the date of the on-site general meeting.</p>	<p>Article 257 The venue of the general meeting of our Bank shall be the domicile of our Bank or other places specified in the notice of the general meeting. The general meeting shall set up a venue and be held in the form of an on-site meeting.</p> <p>Our Bank shall also provide online voting as a means to facilitate Shareholders' participation in the general meeting. Shareholders participating in the general meeting through the aforesaid means shall be deemed to have attended the meeting.</p> <p>After the notice of the general meeting is issued, without justifiable reasons, the venue of the on-site general meeting shall not be changed. If a change is indeed necessary, the convener shall make an announcement and explain the reasons at least two working days before the date of the on-site general meeting.</p>
<p>Article 27 The attendance register for persons attending the general meeting shall be prepared by our Bank. The attendance register shall set out the name (or name of the entity), identity card number, residential address, number of Shares with voting rights held or represented, name (or name of the entity) of the proxy and other particulars of the persons attending the general meeting.</p>	<p>Article 279 The attendance register for persons attending the general meeting shall be prepared by our Bank. The attendance register shall set out the name (or name of the entity), identity card number, residential address, number of Shares with voting rights held or represented, name (or name of the entity) of the proxy and other particulars of the persons attending the general meeting.</p>

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<p>Article 29 Where a general meeting is convened by the Board, the chairman of the Board shall act as the chairman of the meeting and preside over the meeting. Where the chairman of the Board is unable or fails to perform his duties, the vice chairman of the Board shall act as the chairman of the meeting and preside over the meeting in his stead in accordance with the order of precedence. Where the vice chairman of the Board is unable or fails to perform his duties, a director elected by more than half of the Directors shall act as the chairman of the meeting and preside over the meeting. Where no chairman of the meeting has been designated, the Shareholders present at the meeting may elect one person to act as the chairman; if, for any reason, the Shareholders fail to elect a chairman, the Shareholder (including his/her proxy) who holds the largest number of Shares carrying voting rights among the Shareholders present at the meeting shall act as the chairman of the meeting.</p> <p>Where a general meeting is convened by the Supervisory Committee on its own, the chairman of the Supervisory Committee shall act as the chairman of the meeting and preside over the meeting. Where the chairman of the Supervisory Committee is unable or fails to perform his duties, the vice chairman of the Supervisory Committee shall perform his duties in his stead; where the vice chairman of the Supervisory Committee is unable or fails to perform his duties, a Supervisor elected by more than half of the Supervisors shall act as the chairman of the meeting and preside over the meeting.</p>	<p>Article 29³¹ Where a general meeting is convened by the Board, tThe chairman of the Board shall act as the chairman of the meeting and preside over the meeting. Where the chairman of the Board is unable or fails to perform his duties, the vice chairman of the Board shall act as the chairman of the meeting and preside over the meeting in his stead in accordance with the order of precedence. Where the vice chairman of the Board is unable or fails to perform his duties, a director elected by more than <u>over</u> half of the Directors shall act as the chairman of the meeting and preside over the meeting. Where no chairman of the meeting has been designated, the Shareholders present at the meeting may elect one person to act as the chairman; if, for any reason, the Shareholders fail to elect a chairman, the Shareholder (including his/her proxy) who holds the largest number of Shares carrying voting rights among the Shareholders present at the meeting shall act as the chairman of the meeting.</p> <p>Where a general meeting is convened by the Supervisory <u>Audit</u> Committee on its own, the chairman of the Supervisory convener of the Audit <u>Chairman of the Audit</u> Committee shall act as the chairman of the meeting and preside over the meeting. Where the <u>convener of the Audit</u> chairman of the Supervisory Committee is unable or fails to perform his duties, the vice chairman of the Supervisory Committee shall perform his duties in his stead; where the vice chairman of the Supervisory Committee is unable or fails to perform his duties, <u>a member of the Audit Committee Supervisor</u> elected by more than half of the <u>members of the Audit Committee</u> shall act as the chairman of the meeting and preside over the meeting.</p>

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PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Where a general meeting is convened by the Shareholders on their own, a representative nominated by the convener shall act as the chairman of the meeting and preside over the meeting.</p> <p>Where, during the course of a general meeting, the chairman of the meeting violates the rules of procedures such that the general meeting cannot proceed, the general meeting may, with the consent of Shareholders representing more than half of the voting rights of the Shareholders present at the general meeting, elect another person to act as the chairman of the meeting and continue with the meeting.</p>	<p>Where a general meeting is convened by the Shareholders on their own, a representative nominated by the convener <u>or by such convener's representative</u> shall act as the chairman of the meeting and preside over the meeting.</p> <p>Where, during the course of a general meeting, the chairman of the meeting violates the rules of procedures such that the general meeting cannot proceed, the general meeting may, with the consent of Shareholders representing more than half of the voting rights of the Shareholders present at the general meeting, elect another person to act as the chairman of the meeting and continue with the meeting.</p>
<p>Article 30 Except where cumulative voting is adopted, the general meeting shall consider all matters included in the agenda item by item, and where there are different proposals on the same matter, such proposals shall be voted on in the order in which they are put forward. Unless the general meeting is suspended or cannot make resolutions due to force majeure or other special reasons, the general meeting shall not, for any reason, postpone or refuse to vote on any proposal.</p>	<p>Article 302 Except where cumulative voting is adopted, the general meeting shall consider all matters included in the agenda item by item, and where there are different proposals on the same matter, such proposals shall be voted on in the order in which they are put forward. Unless the general meeting is suspended or cannot make resolutions due to force majeure or other special reasons, the general meeting shall not, for any reason, postpone or refuse to vote on any proposal.</p>
<p>Article 33 When a general meeting is convened, all Directors, Supervisors and the Secretary to the Board of our Bank shall attend the meeting, and other members of senior management shall be present at the meeting. Directors, Supervisors and senior management shall give explanations and clarifications in response to enquiries and suggestions from Shareholders.</p> <p>At the annual general meeting, the Board and the Supervisory Committee shall report to the general meeting on their work in the previous year. Each independent Director shall also present a report on the performance of his/her duties.</p>	<p>Article 335 When a general meeting is convened, <u>requires Directors and members of senior management to attend</u>, all Directors, Supervisors and the Secretary to the Board of our Bank shall attend the meeting, and other members of senior management shall be present <u>and accept enquiries from Shareholders</u>. Directors, Supervisors and senior management, shall at the meeting, give explanations and clarifications in response to enquiries and suggestions from Shareholders.</p> <p>At the annual general meeting, the Board and the Supervisory Committee shall report to the general meeting on their work in the previous year. Each independent Director shall also present a report on the performance of his/her duties.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 35 The nomination of Directors and Supervisors shall be submitted to the general meeting for voting in the form of proposals.</p> <p>When the general meeting votes on the election of Directors and Supervisors, cumulative voting may be implemented in accordance with the provisions of the Articles of Association of our Bank or the resolutions of the general meeting.</p> <p>When the general meeting considers the proposals on the election of Directors and Supervisors, each candidate for Director or Supervisor shall be voted on one by one. The Board shall inform the Shareholders of the resume and basic information of each candidate for Director or Supervisor.</p>	<p>Article 357 The nomination of Directors and Supervisors shall be submitted to the general meeting for voting in the form of proposals <u>The list of candidates Supervisors shall be submitted to the general meeting for voting in the form of proposals motions.</u></p> <p>When the general meeting votes on the election of Directors and Supervisors, cumulative voting may be implemented in accordance with the provisions of the Articles of Association of our Bank or the resolutions of the general meeting.</p> <p><u>Where two or more independent Directors are elected at a general meeting, cumulative voting shall be implemented.</u></p> <p>When the general meeting considers the proposals on the election of Directors and Supervisors, each candidate for Director or Supervisor shall be voted on one by one. The Board shall inform the Shareholders of the resume and basic information of each candidate for Director or Supervisor.</p>
<p>Article 36 When the general meeting considers a proposal, such proposal shall not be amended. Otherwise, any relevant change shall be deemed as a new proposal and shall not be voted on at the current general meeting.</p>	<p>Article 368 When the general meeting considers a proposal, such proposal shall is <u>not be allowed to be amended.</u> Otherwise, any relevant <u>If there is any change, it shall be deemed as a new proposal and shall not be allowed to be voted on at the current general meeting.</u></p>
<p>Article 39 Shareholders attending the general meeting shall express one of the following opinions on the proposals to be voted on: for, against or abstain.</p> <p>For unfilled, erroneously filled or illegible voting ballots, voting ballots not cast, the voters shall be deemed to have waived their voting rights, and the number of voting Shares held by them shall be counted as “abstain” in the voting results.</p> <p>When casting votes, Shareholders (including proxies) holding more than two votes shall not be required to cast all their votes as for, against or abstain.</p>	<p>Article 3941 Shareholders attending the general meeting shall express one of the following opinions on the proposals to be voted on: for <u>agree</u>, against or abstain. (Except for the securities registration and clearing institution acting as the nominal holder of Shares under the stock connect scheme between the Mainland and Hong Kong stock markets which shall submit votes in accordance with the instructions of the actual holders.)</p> <p>For unfilled, erroneously filled or illegible voting ballots or voting ballots not cast, the voters shall be deemed to have waived their voting rights, and the number of voting Shares held by them shall be counted as “abstain” in the voting results.</p> <p>When casting votes, Shareholders (including proxies) holding more than two votes shall not be required to cast all their votes as for, against or abstain.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 40 Before a proposal is put to vote at a general meeting, two representatives of the Shareholders shall be nominated to count the votes and to act as the scrutineer. Where any Shareholder has interests in any matter deliberated, the said Shareholder or proxy thereof shall not participate in counting and monitoring of ballots.</p> <p>When proposals are voted on at the general meeting, the lawyer, Shareholder representatives, Supervisor representatives and other relevant persons designated as per the Hong Kong Listing Rules shall be jointly responsible for the counting and monitoring of the ballots and announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p> <p style="text-align: center;">.....</p>	<p>Article 402 Before a proposal is put to vote at a general meeting, two representatives of the Shareholders shall be nominated to count the votes and to act as the scrutineer. Where any Shareholder has interests <u>connected relationship</u> in any matter deliberated, the said Shareholder or proxy thereof shall not participate in counting and monitoring of ballots.</p> <p>When proposals are voted on at the general meeting, the lawyer, Shareholder representatives, Supervisor representatives and other relevant persons designated as per the Hong Kong <u>Exchanges and Clearing Limited Securities Listing Rules</u> shall be jointly responsible for the counting and monitoring of the ballots and announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p> <p style="text-align: center;">.....</p>
<p>Article 43 Where the matters to be considered at a general meeting have a connected relationship with a Shareholder, the relevant Shareholder shall voluntarily abstain from voting, and the number of voting Shares represented by such Shareholder shall not be counted into the total number of Shares with voting rights present at the general meeting. The announcement of the resolutions of the general meeting shall fully disclose the voting results of non-connected Shareholders.</p>	<p>Article 435 Where <u>connected transaction</u> the matters to be considered at a general meeting have a connected relationship with a Shareholder, the relevant <u>connected</u> Shareholder shall <u>not</u> voluntarily abstain from <u>participate in</u> voting, and the number of voting Shares represented by such Shareholder shall not be counted into the total number of Shares with voting rights present at the general meeting <u>valid votes</u>. The announcement of the resolutions of the general meeting shall fully disclose the voting results of non-connected Shareholders.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 46 When the general meeting considers any material matter which may affect the interests of minority investors, the votes of minority investors shall be counted separately. The results of such separate counting shall be disclosed to the public in a timely manner.</p>	<p>Article 468 When the general meeting considers any material matter which may affect the interests of minority investors, the votes of minority investors shall be counted separately. The results of such separate counting shall be disclosed to the public in a timely manner.</p> <p><u>Where a Shareholder purchases the voting Shares of the Bank in violation of the provisions of the first paragraph and the second paragraph of Article 63 of the Securities Law, the voting rights in respect of the portion of Shares exceeding the prescribed proportion shall not be exercised within 36 months after such purchase and shall not be counted into the total number of Shares with voting rights present at the general meeting.</u></p>
<p>Article 48 The Board of Directors of our Bank, the independent Directors and Shareholders who meet the relevant requirements may solicit voting rights from Shareholders publicly. When soliciting voting rights from Shareholders, sufficient disclosure of information such as the specific voting intention shall be made to the Shareholders from whom voting rights are solicited. It is prohibited to solicit voting rights from Shareholders by way of consideration or in a disguised form of consideration. Our Bank shall not impose any restriction relating to the minimum shareholding ratio on the solicitation of voting rights.</p>	<p>Article 4850 The Board of Directors of our Bank, the independent Directors and Shareholders who meet the relevant requirements <u>and Shareholders holding more than 1% of Shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or provisions of the CSRC</u> may solicit voting rights from Shareholders publicly. When soliciting voting rights from Shareholders, sufficient disclosure of information such as the specific voting intention shall be made to the Shareholders from whom voting rights are solicited. It is prohibited to solicit voting rights from Shareholders by way of consideration or in a disguised form of consideration. <u>Unless otherwise provided by laws, Our Bank shall not impose any restriction relating to the minimum shareholding ratio on the solicitation of voting rights.</u></p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 49 On the premise of ensuring the legality and validity of the general meeting, our Bank shall, through various means and channels preferentially provide online voting platforms and other modern information technologies, provide convenience for Shareholders to attend the general meeting.</p>	<p>Article 49⁵¹ On the premise of ensuring the legality and validity of the general meeting, our Bank shall, through <u>safe, economical and convenient online or other</u> various means and channels preferentially <u>including</u> provide online voting platforms and other modern information technologies, provide convenience for Shareholders to attend the general meeting.</p>
Chapter 6 Resolutions and Minutes of the Meeting	Chapter 6 Resolutions and Minutes of the Meeting
<p>Article 51 Resolutions of the general meeting shall be classified into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution of the general meeting shall be passed by more than half of the total number of Shares with voting rights held by the Shareholders (including proxies) present at the meeting.</p> <p>A special resolution of the general meeting shall be passed by not less than two-thirds of the voting rights held by the Shareholders (including proxies) present at the meeting.</p>	<p>Article 51³ Resolutions of the general meeting shall be classified into ordinary resolutions and special resolutions.</p> <p>An ordinary resolution of the general meeting shall be passed by more than half of the <u>total number of Shares</u> with voting rights <u>votes</u> held by the Shareholders (including proxies) present at the meeting.</p> <p>A special resolution of the general meeting shall be passed by not less than two-thirds of the <u>total number of Shares</u> with voting rights <u>votes</u> held by the Shareholders (including proxies) present at the meeting.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 52 The following matters shall be approved by way of special resolutions at the general meeting:</p> <p>(I) increase or decrease of the registered capital of our Bank;</p> <p>(II) issuance of shares by our Bank or issuance of bonds of our Bank that can supplement the capital of our Bank;</p> <p>(III) merger, division, dissolution and liquidation of our Bank;</p> <p>(IV) amendment to the Articles of Association of our Bank;</p> <p>(V) to review the equity incentive scheme;</p> <p>(VI) to review matters relating to the purchase or sale of material assets by our Bank in non-commercial banking business within one year or the provision of guarantees in non-commercial banking business with an amount exceeding 30% of the latest audited total assets of our Bank;</p> <p>(VII) any other matter specified in the laws, regulations, normative documents, the relevant provisions of the securities regulatory authorities at the place where the shares of our Bank are listed and the Articles of Association of our Bank, and any other matter which is determined by the general meeting by way of ordinary resolution to have a material impact on our Bank and therefore shall be approved by way of special resolution.</p>	<p>Article 524 The following matters shall be approved by way of special resolutions at the general meeting:</p> <p>(I) increase or decrease of the registered capital of our Bank;</p> <p>(II) issuance of shares by our Bank or <u>issuance of bonds of our Bank that can supplement the capital of our Bank or other securities and listing by our Bank, or</u> <u>authorisation of the Board to make resolutions on specific matters relating to the issuance of bonds of our Bank;</u></p> <p>(III) merger, division, <u>spin-off,</u> <u>dissolution,</u> and <u>liquidation or change of corporate form</u> of our Bank;</p> <p>(IV) amendment to the Articles of Association of our Bank;</p> <p><u>(V) removal of independent Directors;</u></p> <p>(VI) to review the equity incentive scheme;</p> <p>(VII) to review matters relating to the purchase or sale of material assets by our Bank in non-commercial banking business within one year or the provision of guarantees in non-commercial banking business with an amount exceeding 30% of the latest audited total assets of our Bank;</p> <p><u>(VIII) authorization to the Board to determine, within three years, the issuance of Shares not exceeding 50% of the total number of issued Shares;</u></p> <p>(IX) any other matter specified in the laws, regulations, normative documents, <u>the relevant provisions of the securities regulatory authorities at the place where the shares of our Bank are listed and</u> <u>regulatory provisions and</u> the Articles of Association of our Bank, and any other matter which is determined by the general meeting by way of ordinary resolution to have a material impact on our Bank and therefore shall be approved by way of special resolution.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 54 The facilitator of the meeting shall announce the voting situation and result of each proposal, and declare whether the proposal has been passed according to the voting result. His decision shall be final and shall be recorded in the minutes of the meeting.</p>	<p>Article 546 The facilitator <u>chairman</u> of the meeting shall announce the voting situation and result of each proposal, and declare whether the proposal has been passed according to the voting result. His decision shall be final and shall be recorded in the minutes of the meeting.</p>
<p>Article 55 Before the voting results are officially announced, all relevant parties involved in the voting at the on-site, online and other forms of the general meeting, including our Bank, the vote counters, the scrutineers, major Shareholders and online service providers, shall be under an obligation of confidentiality in respect of the voting situation.</p>	<p>Article 557 Before the voting results are officially announced, all relevant parties involved in the voting at the on-site, online and other forms of the general meeting, including our Bank, the vote counters, the scrutineers, major Shareholders and online service providers, shall be under an obligation of confidentiality in respect of the voting situation.</p>
<p>Article 56 If the chairman of the meeting has any doubt about the result of any resolution put to the vote, he may recount the number of votes cast; if the chairman of the meeting does not conduct a recount, any Shareholder or proxy present at the meeting who queries the result announced by the chairman shall have the right to demand an immediate recount after the announcement, and the chairman of the meeting shall conduct the recount at instant.</p>	<p>Article 568 If the chairman of the meeting has any doubt about the result of any resolution put to the vote, he may recount the number of votes cast <u>organize a poll</u>; if the chairman of the meeting does not conduct a recount, any Shareholder or proxy present at the meeting who queries the result announced by the chairman shall have the right to demand an immediate recount after the announcement <u>of the voting result</u>, and the chairman of the meeting shall conduct the recount <u>organize a poll</u> at instant <u>immediately</u>.</p>
<p>Article 57 Where a poll is conducted at the general meeting, the poll results shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting, together with the attendance book signed by the Shareholders present at the meeting and the proxy forms of the proxies attending the meeting on behalf of the Shareholders, shall be kept at the domicile of our Bank.</p>	<p>Article 579 Where a poll is conducted at the general meeting, the poll results shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting, together with the attendance book <u>register</u> signed by the Shareholders present at the meeting and the proxy forms of the proxies attending the meeting on behalf of the Shareholders, shall be kept at the domicile of our Bank.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 59 Resolutions of the general meeting shall be announced in a timely manner in accordance with the requirements of the relevant regulatory authorities. The announcement shall set out the number of Shareholders and proxies attending the meeting, the total number of Shares with voting rights held by them and the proportion thereof to the total number of Shares with voting rights of the Bank, the voting methods, the voting results of each proposal and the detailed contents of each resolution passed.</p> <p>Where the general meeting of the Bank conducts voting under any of the circumstances set out in Article 41 of these Rules, the attendance and voting by holders of ordinary Shares (including holders of preference Shares with restored voting rights) and holders of preference Shares (excluding holders of preference Shares with restored voting rights) shall be counted and announced separately.</p>	<p>Article 59<u>61</u> Resolutions of the general meeting shall be announced in a timely manner in accordance with the requirements of the relevant regulatory authorities. The announcement shall set <u>list</u> out the number of Shareholders and proxies attending the meeting, the total number of Shares with voting rights held by them and the proportion thereof to the total number of Shares with voting rights of the Bank, the voting methods, the voting results of each proposal and the detailed contents of each resolution passed.</p> <p>Where the general meeting of the Bank conducts voting under any of the circumstances set out in Article 41 of these Rules, the attendance and voting by holders of ordinary Shares (including holders of preference Shares with restored voting rights) and holders of preference Shares (excluding holders of preference Shares with restored voting rights) shall be counted and announced separately</p>
<p>Article 61 The general meeting shall have resolutions and minutes of the meeting, and the Directors and the chairman of the meeting attending the meeting shall sign on the resolutions of the meeting. The Directors in attendance, Supervisors, the Secretary to the Board, the convener or its representative and the chairman of the meeting attending the meeting shall sign on the minutes of the meeting. The convener shall ensure that the contents of the minutes of the meeting are true, accurate and complete. The resolutions and minutes of the meeting shall, together with the attendance register signed by the Shareholders attending the meeting in person, the proxy forms of the proxies attending the meeting on behalf of the Shareholders and the valid data of voting conducted by way of online and other means, be kept as the archives of our Bank permanently.</p>	<p>Article 61<u>63</u> The general meeting shall have resolutions and minutes of the meeting, and the Directors and the chairman of the meeting attending the meeting shall sign on the resolutions of the meeting. The Directors in attendance <u>present at or attending the meeting</u>, Supervisors, the Secretary to the Board, the convener or its representative and the chairman of the meeting attending the meeting shall sign on the minutes of the meeting. The convener shall ensure that the contents of the minutes of the meeting are true, accurate and complete. The resolutions and minutes of the meeting shall, together with the attendance register signed by the Shareholders attending the meeting in person, the proxy forms of the proxies attending the meeting on behalf of the Shareholders and the valid data <u>information</u> of voting conducted by way of online and other means, be kept as the archives of our Bank permanently.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 62 The minutes of the general meeting shall be the responsibility of the Secretary to the Board, and the minutes shall include written records and audio recordings of the meeting. The written records shall contain the following contents:</p> <p>(I) the number of Shareholders and proxies attending the general meeting, the total number of Shares with voting rights held by them and the proportion thereof to the total number of Shares with voting rights of the Bank;</p> <p>(II) the start time, venue, agenda of the meeting and the name or title of the convener;</p> <p>(III) the name of the chairman of the meeting and the names and positions of the Directors, Supervisors and senior management members attending or present at the meeting;</p> <p>(IV) the process of consideration, key points of speeches and voting results in respect of each matter considered;</p> <p>(V) the enquiries, comments and suggestions of Shareholders and the corresponding replies or explanations;</p> <p>(VI) the names of the lawyers, vote counters and scrutineers; and</p> <p>(VII) such other contents as the general meeting considers necessary and those required by the Articles of Association to be recorded in the minutes.</p>	<p>Article 624 The minutes of the general meeting shall be the responsibility of the Secretary to the Board,and the minutes shall include written records and audio recordings of the meeting. <u>The written records minutes shall contain the following contents:</u></p> <p>(HI) the start time, venue, agenda of the meeting and the name or title of the convener;</p> <p>(III) the name of the chairman of the meeting and the names and positions of the Directors,—Supervisors and senior management members attending or present at the meeting;</p> <p>(III) <u>the number of Shareholders and proxies attending the meeting, the total number of Shares with voting rights held by them and the proportion thereof to the total number of Shares with voting rights of the Bank;</u></p> <p>(IV) the process of consideration, key points of speeches and voting results in respect of each matter <u>proposal</u> considered;</p> <p>(V) the enquiries, comments and suggestions of Shareholders and the corresponding replies or explanations;</p> <p>(VI) the names of the lawyers, vote counters and scrutineers; and</p> <p>(VII) such other contents as the general meeting considers necessary and those required by the Articles of Association to be recorded in the minutes.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 65 The general meeting shall implement a system of witnessing by lawyers, and lawyers shall issue legal opinions and make announcements on the following matters:</p> <p>(I) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative regulations and the Articles of Association of our Bank;</p> <p>.....</p>	<p>Article 65⁷ <u>When convening</u> the <u>general meeting shall implement a system of witnessing by, our Bank will engage lawyers and</u> to lawyers shall issue legal opinions and make announcements on the following matters:</p> <p>(I) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative regulations and the <u>provisions of the</u> Articles of Association of our Bank;</p> <p>.....</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
<p>Article 68 Where the contents of any resolution of the general meeting violate the laws, regulations or the Articles of Association and other relevant provisions, such resolution shall be invalid. Where the procedures for convening the general meeting or the voting method violate the laws, regulations or the Articles of Association and other relevant provisions, or the contents of the resolution violate the Articles of Association, the Shareholders may, within sixty days from the date on which the resolution is made, request the people's court to revoke such resolution. The controlling Shareholders and de facto controllers of our Bank shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, and shall not prejudice the legitimate rights and interests of our Bank and minority investors.</p>	<p>Article 6870 Where the contents of any resolution of the general meeting violate the laws, regulations or the Articles of Association and other relevant provisions, such resolution shall be invalid. Where the procedures for convening the general meeting or the voting method violate the laws, regulations or the Articles of Association and other relevant provisions, or the contents of the resolution violate the Articles of Association, the Shareholders may, within sixty days from the date on which the resolution is made, request the people's court to revoke such resolution. <u>However, this shall not apply where there are only minor defects in the procedures for convening the meeting or in the voting method which have no substantive impact on the resolution.</u></p> <p><u>Where the Board, Shareholders or other relevant parties dispute the validity of a resolution of the meeting, they shall bring an action before the people's court in a timely manner. Before the people's court makes a judgment or ruling on revocation of the resolution or other matters, the relevant parties shall implement the resolution of the meeting. Our Bank, the Directors and senior management shall conscientiously perform their duties to ensure the normal operation of our Bank.</u></p> <p><u>Where the people's court makes a judgment or ruling on the relevant matters, our Bank shall perform its information disclosure obligations in accordance with the laws, administrative regulations and the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate in the execution after the judgment or ruling becomes effective. Where prior-period items need to be corrected, such corrections shall be made in a timely manner and the corresponding information disclosure obligations shall be performed.</u></p> <p>The controlling Shareholders and de facto controllers of our Bank shall not restrict or obstruct minority investors from exercising their voting rights in accordance with the law, and shall not prejudice the legitimate rights and interests of our Bank and minority investors.</p>

**APPENDIX II COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS**

Original Article	Revised Article
Chapter 7 Supplementary Provisions	Chapter 7 Supplementary Provisions
<p>Article 69 These Rules of Procedures shall take effect from the date on which the domestically listed shares publicly issued by our Bank are listed on the stock exchange after being approved at the general meeting. Any amendment to these Rules of Procedures shall be proposed by the Board by way of an amendment motion and submitted to the general meeting for approval.</p>	<p>Article <u>6971</u> These Rules of Procedures shall take effect from the date on which the <u>amendments to the Articles of Association of our Bank are approved by the National Financial Regulatory Administration</u> domestically listed shares publicly issued by our Bank are listed on the stock exchange after being <u>reviewed and approved at by the Board and the general meeting, and the Circular on Issuing the Rules of Procedures for Shareholders' Meetings of China Zheshang Bank Co., Ltd. (2020 Version) (Zhe Shang Yin Dong [2020] No. 4) shall be repealed from the date of issuance of these Rules of Procedures. Any amendment to these Rules of Procedures shall be proposed by the Board by way of an amendment motion and submitted to the general meeting for approval.</u></p>

Note: The serial numbers of the revised articles and the serial numbers of the articles referred to crosswise in the main text shall be adjusted accordingly in light of the deletion of articles. All expressions involving "General Meeting" in the articles of the full text shall be adjusted to "Meeting", and all relevant expressions involving "Board of Supervisors" or "Supervisor(s)" shall be deleted accordingly.

**Comparative Table of the Amendments to the Rules of Procedures
for the Board of Directors of China Zheshang Bank Co., Ltd.**

Original Article	Revised Article
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 To ensure the Board of CZBank (hereinafter referred to as “the Bank”) can be legitimately independent, regulated and functioning efficiently, and to ensure that the Board can operate efficiently and with scientific decision-making, these Rules of Procedures are made pursuant to the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Law of the People’s Republic of China on Commercial Banks, the Guidelines on the Corporate Governance of Commercial Banks, the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the State Council Guiding Opinions on the Pilot Project for Preferred Stock, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Guidance for the Articles of Association of Listed Companies and other relevant laws, regulations, regulatory documents and the Articles of Association of China Zheshang Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”)</p>	<p>Article 1 To ensure the Board of CZBank (hereinafter referred to as “the Bank”) can be legitimately independent, regulated and functioning efficiently, and to ensure that the Board can operate efficiently and with scientific decision-making, these Rules of Procedures are made pursuant to the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Law of the People’s Republic of China on Commercial Banks, the Guidelines on the Corporate Governance of Commercial Banks, <u>the Code of Corporate Governance for Banking and Insurance Institutions,</u> the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the State Council Guiding Opinions on the Pilot Project for Preferred Stock, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Guidance for the Articles of Association of Listed Companies and other relevant laws, regulations, regulatory documents and the Articles of Association of China Zheshang Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”)</p>
<p>Article 2 The Board of Directors is accountable to the general meeting of Shareholders and, within the scope of authority prescribed in the Bank’s Articles of Association, exercises its powers and bears ultimate responsibility for the Bank’s operations and management.</p>	<p>Article 2 The Board of Directors is accountable to the general meeting of Shareholders and, within the scope of authority prescribed in the Bank’s Articles of Association, exercises its powers and bears ultimate responsibility for the Bank’s operations and management.</p>

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES
OF PROCEDURES FOR THE BOARD OF DIRECTORS**

Original Article	Revised Article
Chapter 2 Composition and Structure of the Board	Chapter 2 Composition and Structure of the Board
<p>Article 5 The Board of Directors shall consist of no more than nineteen directors, including at least two directors who are senior management (among whom the President shall be an ex-officio director), no fewer than one-third of the Board members shall be independent directors, and at least one of the independent directors shall be a financial or accounting professional.</p>	<p>Article 5 The Board of Directors shall consist of no more than nineteen directors, including at least two directors who are senior management (among whom the President shall be an ex-officio director), no fewer than one-third of the Board members shall be independent directors, and at least one of the independent directors shall be a financial or accounting professional.</p> <p style="text-align: center;"><u>There shall be one employee representative on the Board of Directors. The employee director shall be democratically elected and removed by the Bank's employees through the Staff Representative Congress or other equivalent procedures. In addition to the general powers of a director, the employee director shall have the following functions and powers</u></p> <p style="text-align: center;"><u>(I) to fully reflect employees' views when the Board deliberates major issues concerning the Bank;</u></p> <p style="text-align: center;"><u>(II) to propose convening a Board meeting on any rules, regulations or major matters that directly affect employees' vital interests;</u></p> <p style="text-align: center;"><u>(III) to attend, as a non-voting participant, important Bank meetings related to the performance of his or her duties.</u></p>

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES
OF PROCEDURES FOR THE BOARD OF DIRECTORS**

Original Article	Revised Article
<p>Article 6 Directors shall be elected or replaced by the general meeting of Shareholders and may be removed from office by the general meeting before their term expires. Each term of office for a director shall be three years. Upon the expiry of their term, directors may be re-elected and serve consecutive terms. A director's term shall commence on the date of taking office and end when the current board's term expires.</p> <p style="text-align: center;">.....</p>	<p>Article 6 Directors shall be elected or replaced by the general meeting of Shareholders and may be removed from office by the general meeting before their term expires. Each term of office for a director shall be three years. Upon the expiry of their term, directors may be re-elected and serve consecutive terms. A director's term shall commence on the date of taking office and end when the current board's term expires.</p> <p style="text-align: center;">.....</p>
<p>Article 8 Under the Board of Directors are special committees: Strategy Committee, Audit Committee, Risk and Connected Transaction Control Committee, Nomination & Remuneration Committee, Consumer Rights Protection Committee and Inclusive Finance Development Committee. The members of each special committee all consist of directors, while chairmen and members of the committees shall be nominated by the chairman of the Board and be elected by the Board. The special committees shall be responsible to the Board of Directors, and perform their duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and decision. The Board is responsible for the formulation of the working rules and procedures of special committees to regulate the operation of them.</p>	<p>Article 8 Under the Board of Directors are special committees: Strategy <u>and Sustainable Development</u> Committee, Audit Committee, Risk and Connected Transaction Control Committee, Nomination & Remuneration Committee, Consumer Rights Protection Committee and Inclusive Finance Development Committee. The members of each special committee all consist of directors, while chairmen and members of the committees shall be nominated by the chairman of the Board and be elected by the Board. The special committees shall be responsible to the Board of Directors, and perform their duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and decision. The Board is responsible for the formulation of the working rules and procedures of special committees to regulate the operation of them.</p>

Original Article	Revised Article
<p>Independent directors shall serve as chairman of the Audit Committee, Risk and Connected Transaction Control Committee, Nomination & Remuneration Committee and Consumer Rights Protection Committee. Specifically, independent directors shall be in the majority in the Audit Committee, Risk and Connected Transaction Control Committee and Nomination & Remuneration Committee and act as conveners. The conveners of the Audit Committee are accounting professionals. Directors serving as chairman of the Audit Committee and Risk and Connected Transaction Control Committee shall work in our Bank for at least 25 working days every year.</p>	<p>Independent directors shall serve as chairman of the Audit Committee, Risk and Connected Transaction Control Committee, Nomination & Remuneration Committee and Consumer Rights Protection Committee. Specifically, <u>the Audit Committee shall consist of directors who do not hold senior management positions in the Bank, more than half of whom shall be independent directors, and the convener shall be an accounting professional.</u> Independent directors shall be in the majority in the Audit Committee, Risk and Connected Transaction Control Committee and Nomination & Remuneration Committee and act as conveners. <u>At least one member of the Nomination and Remuneration Committee shall be of a different gender.</u> The conveners of the Audit Committee are accounting professionals. Directors serving as chairman of the Audit Committee and Risk and Connected Transaction Control Committee shall work in our Bank for at least 25 working days every year.</p>
<p>Article 11 The Board of Directors establishes an office to handle the day-to-day affairs of the general meeting of Shareholders, the Board, and its various specialized committees.</p>	<p>Article 11 The Board of Directors establishes an office to handle the day-to-day affairs of the general meeting of Shareholders, the Board, and its various specialized committees.</p>

Original Article	Revised Article
Chapter 3 Functions and Powers of the Board	Chapter 3 Functions and Powers of the Board
<p>Article 13 According to the Articles of Association, the Board shall exercise the following functions and powers:</p> <p>(I) To be responsible for convening general meeting of Shareholders and make proposals and report its work to the general meetings;</p> <p>(II) To implement the resolutions passed at the general meeting of Shareholders;</p> <p>(III) To formulate the medium and long-term development plans and strategies of our Bank and supervise implementation thereof;</p> <p>(IV) To determine our Bank's annual business performance indicators and approve our Bank's annual operation plan;</p> <p>(V) To formulate annual financial budgets and final accounts of our Bank;</p> <p>(VI) To formulate the profit distribution plan and loss makeup plan of our Bank;</p> <p>(VII) To formulate plans for increase or decrease of registered capital and issuance of shares or bonds that can supplement capitals of our Bank;</p> <p>(VIII) To resolve on issuance of bonds that do not supplement capitals of our Bank;</p>	<p>Article 13 According to the Articles of Association, the Board shall exercise the following functions and powers:</p> <p>(I) To be responsible for convening general meeting of Shareholders and make proposals and report its work to the general meeting of Shareholders;</p> <p>(II) To implement the resolutions passed at the general meeting of Shareholders;</p> <p>(III) To formulate the medium and long-term development plans and strategies of our Bank and supervise implementation thereof;</p> <p>(IV) To determine our Bank's annual business performance indicators and approve our Bank's annual operation plan;</p> <p>(V) To formulate <u>review and approve</u> annual financial budgets and final accounts of our Bank;</p> <p>(VI) To formulate the profit distribution plan and loss makeup plan of our Bank;</p> <p>(VII) To formulate plans for increase or decrease of registered capital and issuance of shares or bonds that can supplement <u>capitals of our Bank issuance of bonds or other securities and listing;</u></p> <p>(VIII) To resolve on issuance of bonds that do not supplement capitals of our Bank;</p>

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES
OF PROCEDURES FOR THE BOARD OF DIRECTORS**

Original Article	Revised Article
<p>(IX) To prepare plans for merger, division, dissolution and liquidation of our Bank;</p> <p>(X) To approve the set-up and removal of major branches, internal organizations and overseas organizations of our Bank</p> <p>(XI) To appoint or dismiss the president of our Bank; based on the needs of marketization and specialization and the recommendation of the chairman of the Board, to appoint or dismiss the secretary of the Board and other persons that shall be appointed or dismissed by the Board, and according to the recommendation of the president, to appoint or dismiss the vice presidents, president assistants, chief financial officer and other persons that shall be appointed or dismissed by the Board; and to determine the remunerations, rewards and punishment of the above persons;</p> <p>(XII) Within the scope authorized by the general meeting, to decide or approve of our Bank’s external investment, acquisition or sale of assets in the non-commercial banking businesses, large-amount credit extension, pledge of assets, guarantee of non-commercial banking businesses, disposal of nonperforming assets, writing-off of non-performing debts, etc.;</p>	<p>(IXVIII) To prepare plans for <u>major acquisitions, acquisition of our Bank’s shares or merger, division, spin-off, dissolution and, liquidation and change of corporate form</u> of our Bank;</p> <p>(XIX) To approve the set-up and removal of major branches, internal organizations and overseas organizations of our Bank</p> <p>(XIX) To appoint or dismiss the president of our Bank <u>in accordance with regulatory requirements</u>; based on the needs of marketization and specialization and the recommendation of the chairman of the Board, to appoint or dismiss the secretary of the Board and other persons that shall be appointed or dismissed by the Board, and according to the recommendation of the president, to appoint or dismiss the vice presidents, president assistants, chief financial officer and other persons that shall be appointed or dismissed by the Board; <u>and to determine the remunerations, rewards and punishment of the above persons; and supervise the senior management in performing their duties</u>;</p> <p>(XXIX) Within the scope authorized by the general meeting, to decide or approve of our Bank’s external investment, acquisition or sale of assets in the non-commercial banking businesses, large-amount credit extension, pledge of assets, guarantee of non-commercial banking businesses, disposal of nonperforming assets, writing-off of non-performing debts, <u>external donations, pledge of assets, related party transactions, data governance, etc. in accordance with laws, regulations, regulatory requirements and the Articles of Association</u>;</p>

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES
OF PROCEDURES FOR THE BOARD OF DIRECTORS**

Original Article	Revised Article
<p>(XIII) To approve of our Bank’s basic management system and decide on our Bank’s risk management and internal control systems;</p> <p>(XIV) To approve of our Bank’s annual internal audit reports;</p> <p>(XV) To approve of our Bank’s capital adequacy ratio plans and implementation plans;</p> <p>(XVI) To formulate the proposals for any amendment to the Articles of Association;</p> <p>(XVII) To resolve on our Bank’s information disclosure and bear the ultimate responsibility for the authenticity, accuracy, integrity and timeliness of our Bank’s accounting and financial reporting system;</p> <p>(XVIII) To propose to the general meeting to appoint or replace the accounting firm which audits our Bank’s accounts;</p> <p>(XIX) To inspect the president’s work by listening to his work reports and make sure that the senior management perform their duties in an efficient way;</p>	<p>(XIII) To approve of our Bank’s basic management system and decide on our Bank’s risk management and internal control systems; <u>formulate our Bank’s risk tolerance, risk management and internal control policies, and bear the ultimate responsibility for comprehensive risk management;</u></p> <p>(XIV) To approve of our Bank’s annual internal audit reports;</p> <p>(XIV) To formulate our Bank’s capital plan and bear the ultimate responsibility for capital or solvency management;</p> <p>(XV) To approve of our Bank’s capital adequacy ratio plans and implementation plans;</p> <p><u>(XVI) To regularly evaluate and improve our Bank’s governance;</u></p> <p>(XVII) To formulate the proposals for any amendment to the Articles of Association, <u>to formulate the rules of procedures for shareholders’ general meetings and the rules of procedures for the Board of Directors, and to consider and approve the terms of reference of the special committees under the Board of Directors;</u></p> <p>(XVIII) To resolve on our Bank’s information disclosure and bear the ultimate responsibility for the authenticity, accuracy, integrity and timeliness of our Bank’s accounting and financial reporting system;</p> <p>(XIX) To propose to the general meeting to appoint or replace the accounting firm which audits the Company’s accounts; <u>engage or dismiss accounting firms that conduct regular statutory audits on our Bank’s financial reports;</u></p>

Original Article	Revised Article
<p>(XX) To approve of our Bank's material connected transactions and those connected transactions which are subject to the approval of the Board according to laws, regulations, regulatory documents, relevant regulations of the securities regulatory authority at the location where our Bank's shares are listed, the Articles of Association, and the authorization of the general meeting;</p> <p>(XXI) To report on the regulatory opinions of regulatory authorities and our Bank's rectification plans;</p> <p>(XXII) To protect the legitimate rights and interests of depositors and other stakeholders;</p> <p>(XXIII) To petition the people's court for bankruptcy on behalf of our Bank as authorized by the general meeting;</p> <p>(XXIV) To make green credit development strategies and consumer protection strategies, policies and goals; to examine and approve of green credit goals and reports made and submitted by the senior management; and to listen to the senior management's reports on the progress of consumer protection work on a regular basis;</p> <p>(XXV) To be ultimately responsible for the consolidated statement management of our Bank, under which to be responsible for formulating the overall strategic plans, for review and supervision of the formulation and enforcement of the implementation plans of consolidated statement management, and for establishment of a periodic review and evaluation system, in compliance with the requirements of the banking regulatory authority under the State Council on consolidated statement supervision;</p>	<p>(XIXXX) To inspect the president's work by listening to his work reports and make sure that the senior management perform their duties in an efficient way;</p> <p>(XXXI) To approve of our Bank's material connected transactions and those connected transactions which are subject to the approval of the Board according to laws, regulations, regulatory documents, relevant regulations of the securities regulatory authority at the location where our Bank's shares are listed, the Articles of Association, and the authorization of the general meeting;</p> <p>(XXIXXII) To report on the regulatory opinions of regulatory authorities and our Bank's rectification plans;</p> <p>(XXHXXIII) To protect the legitimate rights and interests of depositors <u>financial consumers</u> and other stakeholders;</p> <p><u>(XXIV) To establish a mechanism for the identification, review and management of conflicts of interest between our Bank and its shareholders, in particular major shareholders;</u></p> <p><u>(XXV) To take responsibility for the management of the affairs of the shareholders;</u></p>

Original Article	Revised Article
<p>(XXVI) To approve matters relating to our Bank's total accumulated expense of external donations in cash or equivalent items of the current year not exceeding 0.5% of the audited net assets in the preceding year;</p> <p>(XXVII) To exercise other functions and powers as stipulated by laws, regulations or the Articles of Association and granted by the general meeting of Shareholders.</p>	<p>(XXHXXVI) To petition the people's court for bankruptcy on behalf of our Bank as authorized by the general meeting of Shareholders;</p> <p>(XXIVXXVII) To make green credit development strategies and consumer protection strategies, policies and goals; to examine and approve of green credit goals and reports made and submitted by the senior management; and to listen to the senior management's reports on the progress of consumer protection work on a regular basis;</p> <p>(XXVXXVIII) To be ultimately responsible for the consolidated statement management of our Bank, under which to be responsible for formulating the overall strategic plans, for review and supervision of the formulation and enforcement of the implementation plans of consolidated statement management, and for establishment of a periodic review and evaluation system, in compliance with the requirements of the banking regulatory authority under the State Council on consolidated statement supervision;</p> <p>(XXVI) To approve matters relating to our Bank's total accumulated expense of external donations in cash or equivalent items of the current year not exceeding 0.5% of the audited net assets in the preceding year;</p> <p>(XXVHXXIX) To exercise other functions and powers as stipulated <u>granted</u> by laws, <u>administrative</u> regulations, <u>departmental rules</u>, or the Articles of Association and granted by or the general meeting of Shareholders.</p> <p><u>The powers of the Board of Directors shall be exercised collectively by the Board. The powers of the Board of Directors as provided in the Company Law shall in principle not be delegated to the Chairman, any director, any other body or any individual.</u></p>

Original Article	Revised Article
<p>Article 14 The Board shall define its authority in relation to external investment, asset acquisition and sales, pledge of assets and related transactions, and establish strict examination, policy-making and authorization procedures; it shall arrange for the assessment and examination by relevant experts and professionals of material investment projects, and submit a report on matters that need to be reported to the shareholders' general meeting for approval pursuant to the Articles of Association.</p> <p>When disposing of fixed assets, if the expected value of the fixed assets proposed to be disposed of, together with the aggregate value of the fixed assets already disposed of in the four months preceding such disposal proposal, exceeds thirty-three percent of the value of the fixed assets shown in the most recent balance sheet approved by the shareholders' general meeting, the Board of Directors may not dispose of or approve the disposal of such fixed assets without the prior approval of the shareholders' general meeting.</p> <p>.....</p>	<p>Article 14 The Board shall define its authority in relation to external investment, asset acquisition and sales, pledge of assets, and related transactions <u>and external donations</u>, and establish strict examination, policy-making and authorization procedures; it shall arrange for the assessment and examination by relevant experts and professionals of material investment projects, and submit a report on matters that need to be reported to the shareholders' general meeting for approval pursuant to the Articles of Association.</p> <p>When disposing of fixed assets, if the expected value of the fixed assets proposed to be disposed of, together with the aggregate value of the fixed assets already disposed of in the four months preceding such disposal proposal, exceeds thirty-three percent of the value of the fixed assets shown in the most recent balance sheet approved by the shareholders' general meeting, the Board of Directors may not dispose of or approve the disposal of such fixed assets without the prior approval of the shareholders' general meeting.</p> <p>.....</p>
<p>Article 19 The Board of Directors shall draw on the professional expertise of external advisers and retain, among others, a certified public accounting firm and legal counsel to provide professional advice to the Board.</p> <p>If the certified public accountant issues a non-standard audit opinion on the Bank's financial report, the Board of Directors shall give an explanation to the shareholders' general meeting.</p>	<p>Article 19 The Board of Directors shall draw on the professional expertise of external advisers and retain, among others, a certified public accounting firm and legal counsel to provide professional advice to the Board.</p> <p>If the certified public accountant issues a non-standard audit opinion on the Bank's financial report, the Board of Directors shall give an explanation to the shareholders' general meeting.</p>

Original Article	Revised Article
<p>Article 23 The Chairman shall exercise the following powers:</p> <p>(I) preside over shareholders' general meetings and convene and preside over meetings of the Board of Directors;</p> <p>(II) submit proposals to the Board and arrange for voting;</p> <p>(III) supervise and inspect the implementation of resolutions adopted by the shareholders' general meeting and the Board of Directors;</p> <p>...</p> <p>(X) in the event of an emergency such as a major natural disaster or other force majeure, exercise special disposal powers over the Bank's affairs that are consistent with the law and the Bank's best interests, and report to the Board and the shareholders' general meeting thereafter;</p> <p>(XI) any other powers provided for in the Bank's Articles of Association or granted by the Board of Directors.</p>	<p>Article 23 The Chairman shall exercise the following powers:</p> <p>(I) preside over shareholders' general meetings and convene and preside over meetings of the Board of Directors;</p> <p>(II) submit proposals to the Board and arrange for voting;</p> <p>(III) supervise and inspect the implementation of resolutions adopted by the shareholders' general meeting and the Board of Directors;</p> <p>...</p> <p>(X) in the event of an emergency such as a major natural disaster or other force majeure, exercise special disposal powers over the Bank's affairs that are consistent with the law and the Bank's best interests, and report to the Board and the shareholders' general meeting thereafter;</p> <p>(XI) any other powers provided for in the Bank's Articles of Association or granted by the Board of Directors.</p>
<p>Article 25 The vice-chairman shall assist the chairman in his or her duties. If the chairman is unable or fails to perform his or her duties, the vice-chairman shall act in his or her stead; if the vice-chairman is unable or fails to perform his or her duties, a majority of the Directors shall jointly elect one Director to perform such duties.</p>	<p>Article 25 The vice-chairman shall assist the chairman in his or her duties. If the chairman is unable or fails to perform his or her duties, the vice-chairman shall act in his or her stead <u>perform them</u>; if the vice-chairman is unable or fails to perform his or her duties, a majority of the Directors shall jointly elect one Director to perform such duties.</p>

Original Article	Revised Article
<p>Article 27 The Bank’s internal audit policy and the duties of internal audit staff shall take effect only after approval by the Board of Directors.</p> <p>The internal audit department is responsible and reports to the Board and the Audit Committee; the head of internal audit is appointed and removed by the Board.</p> <p>To meet the internal-control needs of senior management, the internal audit department may, upon request, carry out related work and report thereto.</p>	<p>Article 27 The Bank’s internal audit policy and the duties of internal audit staff shall takes effect only after approval by the Board of Directors <u>and shall be publicly disclosed.</u></p> <p>The internal audit department is responsible and reports to the Board and the Audit Committee; the head of internal audit is appointed and removed by the Board. <u>The Bank’s internal audit function shall supervise and examine the Bank’s business activities, risk management, internal controls, financial information and other related matters. The internal audit function is accountable to the Board of Directors; the head of internal audit is appointed and removed by the Board. In carrying out its supervisory and examination work, the internal audit function shall accept the oversight and guidance of the Audit Committee. Upon discovering any material problem or clue, the internal audit function shall report it directly to the Audit Committee.</u></p> <p>To meet the internal-control needs of senior management, the internal audit department may, upon request, carry out related work and report thereto.</p>
Chapter 4 Board Meeting	Chapter 4 Board Meeting
Section 1 Meeting Proposals	Section 1 Meeting Proposals
<p>Article 28 Directors, board committees, the board of supervisors, and the President may submit proposals to meetings of the board of directors. The Board Office shall collect and collate the proposals and forward them to the Chairman, who shall decide whether to place them on the agenda.</p>	<p>Article 28 Directors, board committees, the board of supervisors, and the President may submit proposals to meetings of the board of directors. The Board Office shall collect and collate the proposals and forward them to the Chairman, who shall decide whether to place them on the agenda.</p>

Original Article	Revised Article
<p align="center">Section 2 Notice and Attendance of the Meeting</p>	<p align="center">Section 2 Notice and Attendance of the Meeting</p>
<p>Article 34 At least one regular board meeting shall be held each quarter on a physical basis. The meeting shall be convened and chaired by the Chairman. Written notice of each meeting shall be given to all Directors and Supervisors no later than fourteen days before the date of the meeting.</p>	<p>Article 34 At least one regular board meeting shall be held each quarter <u>At least four regular board meetings shall be held each year</u> on a physical basis. The meeting shall be convened and chaired by the Chairman. Written notice of each meeting shall be given to all Directors and Supervisors no later than fourteen days before the date of the meeting.</p>
<p>Article 35 The Chairman shall convene an extraordinary meeting of the Board in any of the following circumstances:</p> <p>(I) when the Chairman considers it necessary;</p> <p>(II) when requested by one-third or more of the Directors or a majority of the independent Directors;</p> <p>(III) when proposed by the Board of Supervisors;</p> <p>(IV) when proposed by the President;</p> <p>(V) when requested by shareholder(s) holding, individually or in aggregate, ten percent or more of the Bank's voting shares;</p> <p>(VI) when required by the securities regulatory authority;</p> <p>(VII) any other circumstance stipulated in the Bank's Articles of Association.</p>	<p>Article 35 The Chairman shall convene an extraordinary meeting of the Board in any of the following circumstances:</p> <p>(I) when the Chairman considers it necessary;</p> <p>(II) when requested by one-third or more of the Directors or a majority of the <u>at least two</u> independent Directors;</p> <p>(III) when proposed by the Board of Supervisors <u>Auditor Committee</u>;</p> <p>(IV) when proposed by the President;</p> <p>(V) when requested by shareholder(s) holding, individually or in aggregate, ten percent or more of the Bank's voting shares;</p> <p>(VI) when required by the securities regulatory authority;</p> <p>(VII) any other circumstance stipulated in the Bank's Articles of Association.</p>

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES
OF PROCEDURES FOR THE BOARD OF DIRECTORS**

Original Article	Revised Article
<p>Article 36 The Chairman shall convene an extraordinary meeting of the Board within ten days of receiving a request for such a meeting. Written notice of an extraordinary meeting shall be given to all Directors and Supervisors at least five days before the meeting date.</p>	<p>Article 36 The Chairman shall convene an extraordinary meeting of the Board within ten days of receiving a request for such a meeting. Written notice of an extraordinary meeting shall be given to all Directors and Supervisors at least five days before the meeting date.</p>
<p>Article 42 Each Director shall devote sufficient time to the performance of his or her duties and shall personally attend at least two-thirds of all Board meetings each year.</p> <p>Unless the shareholders' general meeting resolves otherwise, a Director who fails to attend two consecutive Board meetings in person and does not appoint another Director as proxy shall be deemed unable to perform his or her duties, and the Board shall submit the matter to the shareholders' general meeting for removal.</p>	<p>Article 42 Each Director shall devote sufficient time to the performance of his or her duties and shall personally attend at least two-thirds of all <u>physical</u> Board meetings each year.</p> <p>Unless the shareholders' general meeting resolves otherwise, a Director who fails to attend two consecutive Board meetings in person and does not appoint another Director as proxy shall be deemed unable to perform his or her duties, and the Board shall submit the matter to the shareholders' general meeting for removal.</p>
<p>Article 43 Supervisors may attend Board meetings as non-voting participants; if the chair deems it necessary, other relevant persons may also be invited or notified to attend.</p>	<p>Article 43 Supervisors may attend Board meetings as non-voting participants; if the chair deems it necessary, other relevant persons may also be invited or notified to attend.</p>
<p>Section 3 Convening and Voting Procedures of the Meeting</p>	<p>Section 3 Convening and Voting Procedures of the Meeting</p>
<p>Article 48 The independent director shall give independent opinions on the following events:</p> <p>(I) Material connected transactions;</p> <p>(II) Profit distribution plans;</p> <p>(III) The Directors' nomination, appointment and removal;</p>	<p>Article 48 The independent director shall give independent opinions on the following events:</p> <p>(I) Material connected transactions;</p> <p>(II) Profit distribution plans;</p> <p>(III) The Directors' nomination, appointment and removal<u>The nomination, appointment and removal of Directors;</u></p>

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES
OF PROCEDURES FOR THE BOARD OF DIRECTORS**

Original Article	Revised Article
<p>(IV) The appointment and dismissal of senior management members;</p> <p>(V) Remuneration of Directors and senior management personnel of our Bank;</p> <p>(VI) The appointment of external auditors;</p> <p>(VII) Matters which may lead to material loss of our Bank;</p> <p>(VIII) Matters which may harm the interest of depositors or minority shareholders;</p> <p>(IX) To give independent opinions on the effect of the issuance of preference shares on the rights and interests of each class of shareholders;</p>	<p>(IV) The appointment and dismissal of senior management members;</p> <p>(V) Remuneration of Directors and senior management personnel of our Bank;</p> <p>(VI) The appointment of external auditors; <u>The appointment or dismissal of accounting firms that conduct regular statutory audits on our Bank's financial reports;</u></p> <p>(VII) Matters which may lead to material loss of our Bank;</p> <p>(VIII) Matters which may harm the interest of depositors or minority shareholders;</p> <p>(IX) To give independent opinions on the effect of the issuance of preference shares on the rights and interests of each class of shareholders;</p> <p><u>(X) Other matters that may have a significant impact on the legitimate interests of the Bank, small and medium-sized shareholders and financial consumers;</u></p> <p>(X)-<u>(XI)</u> Other matters stipulated by relevant laws, regulations, departmental rules, regulatory documents and the Articles of Association.</p>

Original Article	Revised Article
<p>Article 55 Resolutions on the following material issues shall not be voted on via written resolutions and shall be passed by more than two thirds of all directors:</p> <p>(I) Formulating our Bank's profit distribution plan and loss recovery plan;</p> <p>(II) Formulating plans for the increase or decrease of the registered capital and the issuance of shares or bonds that can supplement capitals of our Bank;</p> <p>(III) Formulating proposals for merger, division, dissolution and liquidation of our Bank;</p> <p>(IV) Appointing or dismissing senior executives;</p> <p>(V) Within the scope authorized by the general meeting, deciding or approving of our Bank's major foreign investments, disposal of material assets in non-commercial banking business and non-commercial banking business guarantee, etc.;</p> <p>(VI) Formulating the proposals for any amendment to the Articles of Association;</p> <p>(VII) Resolving on major issues including capital replenishment, material equity change and financial reorganization;</p> <p>(VIII) Other issues stipulated by laws, regulations and the Articles of Association.</p>	<p>Article 55 Resolutions on the following material issues shall not be voted on via written resolutions and shall be passed by more than two-thirds of all directors:</p> <p>(I) Formulating our Bank's profit distribution plan and loss recovery plan;</p> <p><u>(II) Drafting remuneration plans;</u></p> <p>(H)<u>(III)</u> Formulating plans for the increase or decrease of the registered capital and <u>the issue of bonds or other securities and listing the issuance of shares or bonds that can supplement capitals</u> of our Bank;</p> <p>(H)<u>(IV)</u> Formulating proposals for merger, division, <u>spin-off</u>, dissolution, and liquidation and <u>change of corporate form</u> of our Bank;</p> <p>(IV)<u>(V)</u> Appointing or dismissing senior executives;</p> <p>(V)<u>(VI)</u> Within the scope authorized by the general meeting, deciding or approving of our Bank's major foreign investments, disposal of material assets in non-commercial banking business and non-commercial banking business guarantee, etc.;</p> <p>(VI)<u>(VII)</u> Formulating the proposals for any amendment to the Articles of Association;</p> <p>(VII)<u>(VIII)</u> Resolving on major issues including capital replenishment, material equity change and financial reorganization;</p> <p>(VII)<u>(IX)</u> Other issues stipulated by laws, regulations and the Articles of Association.</p>

Original Article	Revised Article
<p>Article 56 When the Board considers a material related-party transaction, any Director with a material interest in the transaction shall abstain and may not vote on the resolution.</p> <p>The meeting may be held only if a majority of the Directors present have no material interest in the transaction, and any resolution approving the transaction must be adopted by a majority of the disinterested Directors.</p> <p>If fewer than three non-related Directors are present, the matter shall be submitted to the shareholders' general meeting for consideration.</p> <p>If a Director, or any of his or her core connected persons (as defined in the Hong Kong Listing Rules), has a material interest in a matter to be resolved at a Board meeting, such Director may not vote on, or act as proxy to vote on, the resolution, and shall not be counted toward the quorum for that resolution, unless otherwise provided by applicable laws, regulations, normative documents or the relevant requirements of the securities regulatory authority in the place where the Bank's shares are listed.</p>	<p>Article 56 <u>A director who has a related-party relationship with any enterprise or individual involved in a matter to be resolved at a board meeting shall promptly report such relationship to the board in writing.</u> When the Board considers a material related-party transaction, any <u>Any Director with a material interest who has a related-party relationship in the transaction shall abstain and may not vote on the resolution nor act as proxy for any other director.</u> The meeting may be held only if a majority of the Directors present have no material interest <u>are non-related</u> in the transaction, and any resolution approving the transaction must be adopted by a majority of the disinterested <u>non-related</u> Directors.</p> <p>Matters that require approval by at least two-thirds of all Directors must instead be approved by at least two-thirds of the disinterested Directors.</p> <p>If fewer than three non-related Directors are present <u>at the board meeting</u>, the matter shall be submitted to the shareholders' general meeting for consideration.</p> <p>If a Director, or any of his or her core connected persons <u>close associates</u> (as defined in the Hong Kong Listing Rules), has a material interest in a matter to be resolved at a Board meeting, such Director may not vote on, or act as proxy to vote on, the resolution, and shall not be counted toward the quorum for that resolution, unless otherwise provided by applicable laws, regulations, normative documents or the relevant requirements of the securities regulatory authority in the place where the Bank's shares are listed.</p>

Original Article	Revised Article
<p>Article 59 The Board of Directors shall act strictly within the scope of authority granted by the shareholders' general meeting and Articles of Association and shall not adopt any resolution in excess of such authority.</p>	<p>Article 59 The Board of Directors shall act strictly within the scope of authority granted by the shareholders' general-meeting and Articles of Association and shall not adopt any resolution in excess of such authority.</p>
<p>Article 63 Directors shall be liable for resolutions adopted by the Board. If a Board resolution violates laws, regulations, rules, the Bank's Articles of Association or resolutions of the shareholders' general meeting and causes severe loss to each Director who voted in favor shall be liable to compensate the Bank; provided that a Director who is proved to have objected at the time of voting and whose objection is recorded in the minutes shall be exempted from such liability.</p>	<p>Article 63 Directors shall be liable for resolutions adopted by the Board. If a Board resolution violates laws, regulations, rules, the Bank's Articles of Association or resolutions of the shareholders' general meeting and causes severe loss to each Director who voted in favor shall be liable to compensate the Bank; provided that a Director who is proved to have objected at the time of voting and whose objection is recorded in the minutes shall be exempted from such liability.</p>
<p>Section 4 Resolutions and Records of the Meeting</p>	<p>Section 4 Resolutions and Records of the Meeting</p>
<p>Article 66 All directors present at the meeting and the recording secretary shall sign the resolutions of the meeting.</p>	<p>Article 66 All directors present at the meeting and the recording secretary shall sign the resolutions <u>and the minutes</u> of the meeting. <u>Any director who disagrees with the minutes may append a statement to that effect when signing.</u></p>
<p>Article 71 Shareholders and the board of supervisors shall have the right, in accordance with the Bank's Articles of Association, to inspect the resolutions and minutes of the Board meetings.</p>	<p>Article 71 Shareholders and the board of supervisors-<u>Audit Committee</u> shall have the right, in accordance with the Bank's Articles of Association, to inspect the resolutions and minutes of the Board meetings.</p>
<p>Article 72 The Board of Directors shall report to the annual general meeting on all Board meetings held during the year.</p>	<p>Article 72 The Board of Directors shall report to the annual general meeting <u>of Shareholders</u> on all Board meetings held during the year.</p>

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES
OF PROCEDURES FOR THE BOARD OF DIRECTORS**

Original Article	Revised Article
Chapter 5 Supplementary Provisions	Chapter 5 Supplementary Provisions
<p>Article 73 These Rules of Procedure shall take effect on the date on which the Bank’s publicly offered domestic-listed shares are listed on the stock exchange, subject to approval by the shareholders’ general meeting. Any amendment to these Rules of Procedure shall be proposed by the Board of Directors and submitted to the shareholders’ general meeting for approval.</p>	<p>Article 73 These Rules of Procedure shall take effect on the date on which the Bank’s publicly offered domestic-listed shares are listed on the stock exchange <u>Articles of Association take effect</u>, subject to approval by the shareholders’ general meeting. <u>The “Notice on Issuing the Rules of Procedure for the Board of Directors of China Zheshang Bank Co., Ltd. (2020 Edition)” (Zheshang Bank Board [2020] No. 5) is repealed as of the date these Rules of Procedure are issued.</u> Any amendment to these Rules of Procedure shall be proposed by the Board of Directors and submitted to the shareholders’ general meeting for approval.</p>

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

CZBANK  **浙商银行**
CHINA ZHESHANG BANK CO., LTD.
浙商银行股份有限公司

(A joint-stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2016)

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting (“**EGM**”) of China Zheshang Bank Co., Ltd. (the “**Bank**”) will be held at Head Office of China Zheshang Bank, No. 1 Minxin Road, Shangcheng District, Hangzhou, Zhejiang, the PRC on Wednesday, December 31, 2025 at 3:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions (capitalised terms used in this notice shall have the same meanings as those defined in the circular dated December 14, 2025 issued by the Bank unless otherwise stated).

SPECIAL RESOLUTIONS

1. Resolution on the dissolution of the Board of Supervisors
2. Resolution on the amendments to the Articles of Association of China Zheshang Bank Co., Ltd.

ORDINARY RESOLUTIONS

3. Resolution on the amendments to the Rules of Procedures for Shareholders’ General Meetings of China Zheshang Bank Co., Ltd.
4. Resolution on the amendments to the Rules of Procedures for the Board of Directors of China Zheshang Bank Co., Ltd.

By order of the Board
China Zheshang Bank Co., Ltd.
Chen Haiqiang

Executive Director, President of the Bank

Hangzhou, the PRC
December 14, 2025

As at the date of this notice, the executive directors of the Bank are Mr. Chen Haiqiang and Ms. Ma Hong; the non-executive directors are Mr. Hou Xingchuan, Mr. Ren Zhixiang, Mr. Hu Tiangao and Mr. Ying Yuxiang; the independent non-executive directors are Mr. Wang Wei, Mr. Xu Yongbin, Mr. Fu Tingmei, Mr. Shi Hao and Mr. Lou Weizhong.

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

1. Individual Shareholder who wish to attend the meeting in person shall produce his/her identity cards or other effective document or proof of identity. Proxies of individual Shareholder shall produce his/her effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or a person authorized by its board of directors or other decision making body upon resolution. A legal representative or an authorized person who wishes to attend the meeting should produce his/her identity card or other effective document or proof of identity. If appointed to attend the meeting, the proxy should produce his/her identity card and the proxy form which bears the corporate Shareholder's seal or is signed by its director or a proxy duly appointed.
2. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf.
3. The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.
4. For H Shareholders who wish to attend the EGM, the form of proxy (together with a notarized copy of the power of attorney or other authority (if any) if the form of proxy is signed by a person on behalf of the H Shareholder) 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, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM or any adjournment thereof (i.e. before 3:30 p.m. on Tuesday, December 30, 2025) in order to be valid. If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. The proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. The H Shares register of members of the Bank will be closed from Wednesday, December 24, 2025 to Wednesday, December 31, 2025 (both days inclusive), during which period no transfer of H Shares of the Bank will be effected. For unregistered holders of H Shares who intend to attend the EGM, all share certificates and the transfer documents must be lodged with 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, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, December 23, 2025. The holder of H Shares whose names appear on the register of members of the Bank on Wednesday, December 24, 2025 will be entitled to attend and vote at the EGM.
6. Pursuant to the Listing Rules, each of the resolutions set out in the notice of the EGM will be voted by poll. Results of the poll voting will be published on the Bank's website at www.czbank.com and the website of the Stock Exchange at www.hkexnews.hk after the EGM.
7. Shareholders who attend the EGM in person or by proxy shall bear their own traveling, dining and accommodation expenses.