

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

**APPOINTMENT OF JOINT COMPANY SECRETARY
APPOINTMENT OF AUTHORIZED REPRESENTATIVE
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF
DIRECTORS**

I. APPOINTMENT OF JOINT COMPANY SECRETARY

Appointment of Joint Company Secretary

The board of directors of the Bank (the “**Board**”) is pleased to announce that Mr. Luo Feng (“**Mr. Luo**”) has been appointed as a joint company secretary of the Bank (the “**Joint Company Secretary**”) with effect from December 19, 2023 and his term of office will expire upon the expiry of the term of office of the sixth session of the Board. Ms. Chan Yin Wah (“**Ms. Chan**”), the current company secretary of the Bank, will act as the other Joint Company Secretary with effect from the same date to assist Mr. Luo in discharging his duties as a Joint Company Secretary. The biographical details of Mr. Luo are set out below:

Mr. Luo Feng, aged 44, is currently a member of the Communist Party of China committee, the Vice President and the Secretary to the Board (qualification as the Secretary to the Board is subject to the ratification of regulatory authority). He holds a doctoral degree. Mr. Luo worked as manager assistant of financial market research center of treasury department, manager assistant of business management center, deputy manager and manager of business management center (research center) of treasury department, risk monitoring officer and General Manager assistant of treasury department, manager of risk management center, deputy General Manager and deputy General Manager (in charge of relevant work) of treasury department of the Bank, and assistant to President and General Manager of Financial Market Department of the Bank.

For the biographical details of Ms. Chan, please refer to the relevant announcement of the Bank dated June 25, 2023. As at the date of this announcement, there is no change in the biographical details of Ms. Chan.

Waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), issuers are required to appoint a company secretary who meets the requirements of Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules requires the issuer to appoint a person as company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Mr. Luo does not currently possess the qualification of company secretary as required under Rule 3.28 of the Listing Rules. However, considering, among other things, Mr. Luo’s extensive experience in financial management and business operations in the banking industry and his extensive knowledge of the day-to-day business operations and financial matters of the Bank, the Bank is of the view that the appointment of Mr. Luo as a Joint Company Secretary is in the interest of the Bank and will promote its corporate governance. The Board is of the view that Mr. Luo is a suitable candidate to act as a Joint Company Secretary.

In view of the above, the Bank has applied for and the Stock Exchange has granted the Bank a waiver from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”), and the Waiver is valid for a period of three years commencing from the date (i.e. December 19, 2023) of Mr. Luo’s appointment as a Joint Company Secretary (the “**Waiver Period**”), based on the following conditions:

- (i) Mr. Luo will be assisted by Ms. Chan as a Joint Company Secretary during the Waiver Period;
- (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Bank; and
- (iii) the Bank should announce the reasons, details and conditions of the Waiver, and the qualifications and experience of Mr. Luo and Ms. Chan.

Before the end of the Waiver Period, the Bank must demonstrate and seek the Stock Exchange’s confirmation that Mr. Luo, having had the benefit of Ms. Chan’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The waiver only applies to Mr. Luo’s appointment as a Joint Company Secretary and may be revoked or varied by the Stock Exchange in the event of changes in the situation of the Bank.

II. APPOINTMENT OF AUTHORIZED REPRESENTATIVE

The Board is pleased to announce that on December 19, 2023, the Board resolved to appoint Mr. Luo as an authorized representative of the Bank pursuant to Rule 3.05 of the Listing Rules with a term of office until the expiry of the term of office of the sixth session of the Board. On the same date, Ms. Chan ceased to act as an authorized representative under Rule 3.05 of the Listing Rules. As at the date of this announcement, the authorized representatives of the Bank under Rule 3.05 of the Listing Rules are Mr. Zhang Rongsen and Mr. Luo.

III. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

We refer to the Bank's circular dated March 30, 2023 and the announcement of the poll results of the 2022 annual general meeting of the Bank dated May 4, 2023 in relation to, among other things, the Bank's having considered and approved, on the 2022 annual general meeting of the Bank held on May 4, 2023 (the "**General Meeting**"), the Resolution on the Amendments to the Articles of Association of China Zheshang Bank Co., Ltd. and authorized the Board (and the Board may further authorize the authorized person(s)) to adjust and revise the relevant provisions of the articles of association of the Bank (the "**Articles of Association**"), revise the non-material wordings of the Articles of Association and deal with the review, approval and filing matters in relation to the amendments to the Articles of Association based on any changes in domestic and overseas laws, regulations and other regulatory documents, and related requirements and the opinions of the domestic and overseas relevant regulatory authorities. The Board has made necessary adjustments and amendments to the Articles of Association pursuant to the authorization of the General Meeting and the opinions and requirements of the National Administration of Financial Regulation of the PRC (the "**NAFR**"), taking into account the actual situation of the Bank, and authorized the chairman of the Board to adjust and revise the relevant provisions of the Articles of Association, revise the non-material wordings of the Articles of Association and deal with the review, approval and filing matters in relation to the amendments to the Articles of Association based on any changes in domestic and overseas laws, regulations and other regulatory documents, and related requirements and the opinions of the domestic and overseas relevant regulatory authorities. The details of and basis for the amendments are set out in Appendix I to this announcement.

The amendments to the Articles of Association will become effective and be implemented from the date of approval of the Articles of Association by the NAFR. Prior to that, the current Articles of Association shall remain effective.

IV. AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

The Bank considered and approved the Resolution on the Amendments to the Rules of Procedures for the Board of Directors of China Zheshang Bank Co., Ltd. on the General Meeting and authorized the Board (and the Board may further authorize the authorized person(s)) to revise the non-material wordings of the Rules of Procedures for the Board of Directors of China Zheshang Bank Co., Ltd. (the “**Rules of Procedures for the Board**”) based on any changes in domestic and overseas laws, regulations and other regulatory 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 Board has made necessary adjustments and amendments to the Rules of Procedures for the Board pursuant to the authorization of the General Meeting and the opinions and requirements of the NAFR on the Articles of Association, taking into account the actual situation of the Bank, and authorized the chairman of the Board to adjust and revise the relevant provisions of the Rules of Procedures for the Board, and revise the non-material wordings of the Rules of Procedures for the Board based on any changes in domestic and overseas laws, regulations and other regulatory documents, and related requirements and the opinions of the domestic and overseas relevant regulatory authorities. The details of and basis for the amendments are set out in Appendix II to this announcement.

The amendments to the Rules of Procedures for the Board will become effective and be implemented from the date of approval of the Articles of Association by the NAFR. Prior to that, the current Rules of Procedures for the Board shall remain effective.

By order of the Board
China Zheshang Bank Co., Ltd.
Lu Jianqiang
Chairman

Hangzhou, the PRC
December 19, 2023

As at the date of this announcement, the executive directors of the Bank are Mr. Lu Jianqiang, Mr. Zhang Rongsen, Ms. Ma Hong and Mr. Chen Haiqiang; the non-executive directors are Mr. Hou Xingchuan, Mr. Ren Zhixiang, Ms. Gao Qinhong, Mr. Hu Tiangao, and Mr. Zhu Weiming; the independent non-executive directors are Mr. Zhou Zhifang, Mr. Wang Guocai, Mr. Wang Wei, Mr. Xu Yongbin and Mr. Fu Tingmei.

APPENDIX I COMPARISON TABLE OF CLAUSES ADJUSTMENTS TO THE ARTICLES OF ASSOCIATION

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
Chapter 1 General Provisions	Chapter 1 General Provisions	
<p>Article 8 In accordance with the relevant regulations of the Constitution of the Communist Party of China, the Bank shall establish the Party committee of China Zheshang Bank (hereinafter the “Zheshang Bank Party Committee”) to carry out the activities of the Party. The Party organizations shall play the core leadership role, provide direction, manage the overall situation and ensure implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organizations.</p>	<p>Article 8 In accordance with the relevant regulations of the Constitution of the Communist Party of China, the Bank shall establish the Party committee of China Zheshang Bank (hereinafter the “Zheshang Bank Party Committee”) to carry out the activities of the Party. The Party organizations shall play the core leadership role, provide direction, manage the overall situation and ensure implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organizations.</p>	Amend according to Article 33 of the Constitution of the Communist Party of China (Revised in 2022)
<p>Article 9</p> <p>.....</p> <p>The Bank should listen to the opinions of the Zheshang Bank Party Committee before discussing and deciding major issues.</p>	<p>Article 9</p> <p>.....</p> <p>The Bank should listen to the opinions of the Zheshang Bank Party Committee <u>The Board or the senior management must make decisions on before discussing and deciding major issues in respect of the operation and management of the Bank only after being studied and discussed by the Party Committee.</u></p>	Amend according to Article 12 of the Corporate Governance Guidelines for Banking and Insurance Institutions

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
Chapter 2 Objectives and Scope of Business	Chapter 2 Objectives and Scope of Business	
Chapter 3 Capital	Chapter 3 Capital	
Chapter 4 Financial Assistance for the Purchase of Shares of our Bank	Chapter 4 Financial Assistance for the Purchase of Shares of our Bank	
Chapter 5 Shares Certificate and Share Register	Chapter 5 Shares Certificate and Share Register	
Chapter 6 Shareholders and General Meetings	Chapter 6 Shareholders and General Meetings	
Chapter 7 Special Voting Procedures for Class Shareholders	Chapter 7 Special Voting Procedures for Class Shareholders	
Chapter 8 Directors and Board	Chapter 8 Directors and Board	
Section 1 Directors	Section 1 Directors	
<p>Article 138</p> <p>.....</p> <p>The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half of directors of the Bank.</p> <p>.....</p>	<p>Article 138</p> <p>.....</p> <p>The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half of directors of the Bank.</p> <p>.....</p>	<p>Amend according to regulatory opinions</p>

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
Section 2 Independent Directors	Section 2 Independent Directors	
<p>Article 146 Independent directors of our Bank are directors who do not hold any positions in our Bank other than directorship and do not maintain with our Bank and the substantial shareholders a connection which may possibly hamper their independent and objective judgments. An independent director shall meet the following basic conditions:</p> <p>(I) Having the qualifications for a director of a commercial bank in accordance with laws, regulations and other relevant provisions;</p> <p>(II) Performing duties independently, and not being influenced by our Bank’s substantial shareholders and de facto controllers or other entities or individuals having interest relations with our Bank;</p> <p>(III) Having the basic knowledge about the operation of commercial banks and being familiar with relevant laws, regulations and rules;</p>	<p>Article 146 Independent directors of our Bank are directors who do not hold any positions in our Bank other than directorship and do not maintain with our Bank, and <u>and de facto controller any direct or indirect interest relations, or other a connections</u> which may possibly hamper their independent and objective judgments. An independent director shall meet the following basic conditions:</p> <p>(I) Having the qualifications for a director of a commercial bank in accordance with laws, regulations and other relevant provisions;</p> <p>(II) Performing duties independently, and not being influenced by our Bank’s substantial shareholders and de facto controllers or other entities or individuals having interest relations with our Bank;</p> <p>(III) Having the basic knowledge about the operation of commercial banks <u>and listed companies</u> and being familiar with relevant laws, regulations and rules;</p>	<p>Amend according to Articles 2, 7 and 8 of the Measures for the Administration of Independent Directors of Listed Companies and Article 37 of the Code of Corporate Governance for Banking and Insurance Institutions</p>

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
<p>(IV) Having more than five years' experience in legal, economic, banking and financial work or other work required for fulfilling duties as independent director;</p> <p>(V) Having sufficient time and energy to effectively fulfill duties as independent director;</p> <p>(VI) Not serving two commercial banks at the same time.</p>	<p>(IV) Having more than five years' experience in legal, economic, banking and financial work or other work required for fulfilling duties as independent director;</p> <p>(V) Having sufficient time and energy to effectively fulfill duties as independent director;</p> <p>(VI) Not serving two commercial banks at the same time. <u>Serving as independent directors in at most five domestic and overseas listed companies;</u></p> <p>(VII) <u>Serving as independent directors in at most three domestic listed companies;</u></p> <p>(VIII) <u>Not serving as independent directors in more than two commercial banks at the same time;</u></p> <p>(IX) <u>Having good personal morality and no major dishonesty or other negative records;</u></p> <p>(X) <u>Other conditions as stipulated by laws, administrative regulations, the CSRC provisions, business rules of the stock exchange(s) and the Articles of Association.</u></p>	

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
<p>Article 149 An independent director shall have the following special functions and powers in addition to those granted to directors of our Bank:</p> <p>(I) To give written opinions on the fairness of material connected transactions and implementation of internal examination and approval procedures; to approve significant related party transactions by independent directors in advance. Before making a judgment, an independent director may appoint an intermediary to provide independent financial advisor’s reports as a basis for his/her judgment;</p> <p>(II) To make recommendations to the Board on appointment or dismissal of an accounting firm;</p> <p>(III) To propose to the Board to convene an extraordinary general meeting;</p> <p>(IV) To propose to convene a Board meeting and matters for deliberation;</p> <p>(V) to openly collect voting rights from shareholders before the general meeting is held;</p> <p>(VI) To independently engage an external audit institution and consulting institution to audit and advise on specific matters of the Bank;</p>	<p>Article 149 An independent director shall have the following special functions and powers in addition to those granted to directors of our Bank:</p> <p>(I) To give written opinions on the fairness of material connected transactions and implementation of internal examination and approval procedures; to approve significant related party transactions by independent directors in advance. Before making a judgment, an independent director may appoint an intermediary to provide independent financial advisor’s reports as a basis for his/her judgment;</p> <p>(II) To make recommendations to the Board on appointment or dismissal of an accounting firm <u>To independently engage an intermediary to audit, consult, or verify specific matters of the Bank;</u></p> <p>(III) To propose to the Board to convene an extraordinary general meeting;</p> <p>(IV) To propose to convene a Board meeting and matters for deliberation;</p> <p>(V) to openly collect voting rights from shareholders before the general meeting is held;</p> <p>(VI) To independently engage an external audit institution and consulting institution to audit and advise on specific matters of the Bank;</p>	<p>Amend according to Article 18 of the Measures for the Administration of Independent Directors of Listed Companies, Article 49 of the Code of Corporate Governance for Banking and Insurance Institutions and regulatory opinions</p>

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
<p>(VII) 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>Paragraphs (I) and (II) shall be approved by more than half of independent directors before being submitted to the Board for discussion. Consent of more than half of all independent directors is required for an independent director to exercise the powers under paragraphs (I) to (V) above; consent of all independent directors is required to exercise the powers under paragraph (VI) above.</p>	<p>(VI) 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>(VII) To express independent opinions on matters that may harm the rights and interests of listed companies or minority shareholders;</u></p> <p><u>(VIII) To exercise other functions and powers as stipulated by laws, regulations, the CSRC provisions and the Articles of Association.</u></p> <p>Paragraphs (I) and (II) shall be approved by more than half of independent directors before being submitted to the Board for discussion. Consent of more than half of all independent directors is required for an independent director to exercise the powers under paragraphs (I) to (VIII) above; consent of all independent directors is required to exercise the powers under paragraph (VI) above <u>consent of more than two independent directors is required to exercise the powers under paragraph (IV) above.</u></p> <p><u>The Bank shall disclose the exercise of the powers under paragraph (I) by independent directors in a timely manner. If the above functions and powers cannot be exercised normally, the Bank shall disclose the relevant information and reasons.</u></p>	

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
<p>Article 151</p> <p>.....</p> <p>If an independent director fails to attend three consecutive Board meetings in person, he/she shall be deemed to have failed to perform his/her duties and the Bank shall convene a general meeting to remove him/her from office and elect a new independent director within three months.</p>	<p>Article 151</p> <p>.....</p> <p><u>If an independent director fails to attend two Board meetings consecutively in person and fails to appoint another independent director to attend on his/her behalf, the Board shall propose to convene a general meeting within 30 days from the date of occurrence of such facts to remove such independent director from his/her position.</u></p> <p>If an independent director fails to attend three consecutive Board meetings in person, he/she shall be deemed to have failed to perform his/her duties and the Bank shall convene a general meeting to remove him/her from office and elect a new independent director within three months.</p>	<p>Amend according to Article 20 of the Measures for the Administration of Independent Directors of Listed Companies</p>
<p>Article 152 If the resignation of an independent director results in the number of independent directors on the Board to fall below one-third, the independent director shall continue to perform his/her duties until a new independent director assumes office, except in the case of resignation due to loss of independence or removal.</p>	<p>Article 152 If the resignation of an independent director results in the number of independent directors on the Board to fall below one-third, the independent director shall continue to perform his/her duties until a new independent director assumes office, except in the case of resignation due to loss of independence or removal. <u>The Bank shall complete the election for replacement within 60 days from the date of the resignation or removal of the independent director.</u></p>	<p>Amend according to Article 14 of the Measures for the Administration of Independent Directors of Listed Companies</p>

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
Section 3 Board	Section 3 Board	
<p>Article 154 The Board shall consist of at most 19 directors, including at least two senior management members (including the president who is an ex-officio director) and at least one-third independent directors.</p>	<p>Article 154 The Board shall consist of at most 19 <u>13 to 19</u> directors, including at least two senior management members (including the president who is an ex-officio director) and at least one-third independent directors.</p>	<p>Amend according to regulatory opinions</p>
Section 4 Special Committees under the Board of Directors	Section 4 Special Committees under the Board of Directors	
<p>Article 174 Under the Board of Directors of our Bank are the following 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 174 Under the Board of Directors of our Bank are the following 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>Amend according to Article 5 of the Measures for the Administration of Independent Directors of Listed Companies</p>

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
<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 20 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 members of the Audit Committee shall be the directors who does not concurrently serve as the senior management of our Bank, including more than half of independent directors, and its conveners shall be accounting professionals.</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. 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 20 working days every year.</p>	

Original Article of the Articles of Association as Considered and Approved by the 2022 Annual General Meeting	Revised Article	Basis of Amendment
Section 5 The Secretary of the Board of Directors	Section 5 The Secretary of the Board of Directors	
Chapter 9 The President	Chapter 9 The President	
Chapter 10 Supervisors and the Supervisory Committee	Chapter 10 Supervisors and the Supervisory Committee	
Chapter 11 Qualifications and Obligations of Directors, Supervisors and Senior Executives	Chapter 11 Qualifications and Obligations of Directors, Supervisors and Senior Executives	
Chapter 12 Financial and Accounting System, Profit Distribution and Audit	Chapter 12 Financial and Accounting System, Profit Distribution and Audit	
Chapter 13 Merger, Division, Dissolution and Liquidation	Chapter 13 Merger, Division, Dissolution and Liquidation	
Chapter 14 Notice and Announcement	Chapter 14 Notice and Announcement	
Chapter 15 Procedures for Amending Articles of Association	Chapter 15 Procedures for Amending Articles of Association	
Chapter 16 Settlement of Disputes	Chapter 16 Settlement of Disputes	
Chapter 17 Special Provisions on Preference Shares	Chapter 17 Special Provisions on Preference Shares	
Chapter 18 Supplementary Provisions	Chapter 18 Supplementary Provisions	

APPENDIX II COMPARISON TABLE OF CLAUSES ADJUSTMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

Original Articles of the Rules of Procedures for the Board of Directors Considered and Approved at the 2022 Annual General Meeting	Revised Article	Basis of Amendment
Chapter 1 General Provisions	Chapter 1 General Provisions	
Chapter 2 Composition and Structure of the Board	Chapter 2 Composition and Structure of the Board	
<p>Article 5 The Board shall consist of at most 19 directors, including at least two senior management members (including the president who is an ex-officio director) and at least one-third independent directors, of whom at least one shall be financial or accounting professional.</p>	<p>Article 5 The Board shall consist of at most 19^{13 to 19} directors, including at least two senior management members (including the president who is an ex-officio director) and at least one-third independent directors, of whom at least one shall be financial or accounting professional.</p>	Amend according to regulatory opinions
<p>Article 6</p> <p>.....</p> <p>The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half of directors of the Bank.</p>	<p>Article 6</p> <p>.....</p> <p>The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half of directors of the Bank.</p>	Amend according to regulatory opinions

Original Articles of the Rules of Procedures for the Board of Directors Considered and Approved at the 2022 Annual General Meeting	Revised Article	Basis of Amendment
<p>Article 8 Under the Board of Directors of our Bank are the following 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 of our Bank are the following 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>Amend according to Article 5 of the Measures for the Administration of Independent Directors of Listed Companies</p>

Original Articles of the Rules of Procedures for the Board of Directors Considered and Approved at the 2022 Annual General Meeting	Revised Article	Basis of Amendment
<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 20 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 members of the Audit Committee shall be the directors who does not concurrently serve as the senior management of our Bank, including more than half of independent directors, and its conveners shall be accounting professionals.</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. 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 20 working days every year.</p>	
<p>Chapter 3 Functions and Powers of the Board</p>	<p>Chapter 3 Functions and Powers of the Board</p>	
<p>Chapter 4 Board Meeting</p>	<p>Chapter 4 Board Meeting</p>	
<p>Chapter 5 Supplementary Provisions</p>	<p>Chapter 5 Supplementary Provisions</p>	