
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stock broker 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 Huishang Bank Corporation Limited*, you should at once hand this supplemental circular, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Huishang Bank Corporation Limited*
徽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: 3698)

**SECOND SUPPLEMENTAL CIRCULAR
SUPPLEMENTARY INFORMATION ON
THE ADDITIONAL PROPOSALS**

The Annual General Meeting of the Bank will be held at 9:00 a.m. on Monday, June 30, 2025 at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC. For details of the meeting information of the AGM, the resolutions to be considered and approved at the AGM, closure of register of members, the eligibility for attending the AGM, the registration procedures and other matters, please refer to the Bank's notice dated May 16, 2025 and the supplemental notice dated June 12, 2025. Such notice and supplemental notice are available on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Bank at www.hsbank.com.cn.

This supplemental circular should be read in conjunction with the circular of the Bank dated May 16, 2025 and supplemental circular dated June 12, 2025.

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

June 15, 2025

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DEFINITIONS

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

“Additional Proposal on Abolishment of the Board of Supervisors and Amendments to the Articles of Association”	the Ordinary Resolution on the Proposal on Abolishment of the Board of Supervisors of Huishang Bank and Amendments to the Articles of Association* proposed by the Proposing Shareholder
“Additional Proposal on Amendments to the Articles of Association (Concerning Dividend Distribution Policy)”	the Ordinary Resolution on the Proposal on Amendments to the Articles of Association of Huishang Bank (Concerning Dividend Distribution Policy)* proposed by the Proposing Shareholder
“Additional Proposal on Amendments to the Articles of Association (Concerning Proposing Shareholders)”	the Ordinary Resolution on the Proposal on Amendments to the Articles of Association of Huishang Bank (Concerning Proposing Shareholders)* proposed by the Proposing Shareholder
“AGM” or “Annual General Meeting”	the 2024 annual general meeting of the Bank to be held at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC at 9:00 a.m. on Monday, June 30, 2025
“AGM Notice”	the AGM notice of the Bank dated May 16, 2025
“Articles of Association”	the articles of association of the Bank that are currently in effect
“Bank” or “Huishang Bank”	Huishang Bank Corporation Limited (徽商银行股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Hong Kong Stock Exchange, including subsidiaries and subordinate branches
“Board” or “Board of Directors”	the board of directors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s)

* Title of the original text of the proposal

DEFINITIONS

“First Supplemental Circular”	the supplemental circular of the Bank dated June 12, 2025
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Bank, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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
“Original Circular”	the circular of the Bank dated May 16, 2025
“Original Proxy Form”	the proxy form published together with the Original Circular and the AGM Notice
“PRC Company Law”	the Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“Proposing Shareholder” or “Zhongjing Xinhua”	Zhongjing Xinhua Asset Investment Management Co., Ltd. (中靜新華資產管理有限公司), holding 224,781,227 Domestic Shares of the Bank
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of the Bank, consisting of the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Bank
“Supplemental AGM Notice”	the supplemental notice of AGM of the Bank dated June 12, 2025
“Supplemental Proxy Form”	the supplemental proxy form published together with the First Supplemental Circular and the Supplemental AGM Notice

LETTER FROM THE BOARD



Huishang Bank Corporation Limited*

徽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: 3698)

Executive Directors:

Mr. Yan Chen (*Chairman*)

Mr. Kong Qinglong (*President*)

Non-executive Directors:

Mr. Ma Lingxiao

Mr. Lu Hao

Mr. Wang Zhaohui

Mr. Zuo Dunli

Mr. Gao Yang

Mr. Wang Wenjin

Mr. Zhao Zongren

Independent non-executive Directors:

Mr. Dai Peikun

Ms. Zhou Yana

Mr. Liu Zhiqiang

Mr. Yin Jianfeng

Ms. Huang Aiming

Mr. Xu Jiabin

*Registered office and principal place
of business in the PRC:*

Huishang Bank Building

No. 1699 Yungu Road

Hefei

Anhui Province

the PRC

*Principal place of business
in Hong Kong:*

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

To the Shareholders

Dear Sir or Madam,

2024 ANNUAL GENERAL MEETING

I. INTRODUCTION

The Annual General Meeting of the Bank will be held at 9:00 a.m. on Monday, June 30, 2025 at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC.

LETTER FROM THE BOARD

Details of the matters to be considered at the AGM are set out in the AGM Notice contained in the Original Circular and in the Supplemental AGM Notice set out in the First Supplemental Circular.

This supplemental circular should be read in conjunction with the Original Circular and the First Supplemental Circular. The purpose of the Original Circular, the First Supplemental Circular and this supplemental circular is to provide you with the relevant information reasonably necessary to enable you to make an informed decision on whether to vote for or against or abstain from voting for the proposed resolutions at the AGM.

II. SUPPLEMENTARY INFORMATION ON THE ADDITIONAL PROPOSALS

Reference is made to the First Supplemental Circular of the Bank dated June 12, 2025 in relation to, among other things, the additional proposals received by the Board (as the convener of the AGM) on June 10, 2025 from the Shareholder Zhongjing Xinhua (who directly holds approximately 1.62% of the total issued ordinary shares capital of the Bank). The convener agreed to submit, among other things, the Additional Proposal on Abolishment of the Board of Supervisors and Amendments to the Articles of Association, Additional Proposal on Amendments to the Articles of Association (Concerning Dividend Distribution Policy) and Additional Proposal on Amendments to the Articles of Association (Concerning Proposing Shareholders) as additional resolutions to the AGM in accordance with relevant provisions of the PRC Company Law. Please refer to Appendix II, Appendix III and Appendix IV to the First Supplemental Circular for the original texts of these proposals.

In view of the proposed amendments to the Articles of Association under the aforesaid additional resolutions, the Bank would like to further supplement the relevant comparison tables of the Amendments to the Articles of Association based on the proposals submitted by the Proposing Shareholder to provide you with the relevant information reasonably necessary for voting decision, details of which are set out in Appendix I, Appendix II and Appendix III to this supplemental circular.

In accordance with the provisions of the PRC Company Law and the Articles of Association, Additional Proposal on Abolishment of the Board of Supervisors and Amendments to the Articles of Association, Additional Proposal on Amendments to the Articles of Association (Concerning Dividend Distribution Policy), and Additional Proposal on Amendments to the Articles of Association (Concerning Proposing Shareholders) will be submitted to the AGM for consideration and approval by way of special resolutions. Subject to the consideration and approval at the AGM, the amended Articles of Association shall only take effect upon approval by the regulatory and relevant authorities.

Comparison tables of Amendments to the Articles of Association as set out in Appendix I, Appendix II and Appendix III to this supplemental circular are prepared in Chinese, and translated into English. In the event of any discrepancy between the English version and the Chinese version of the comparison tables of Amendments to the Articles of Association, the Chinese version shall prevail.

LETTER FROM THE BOARD

III. THE AGM

The AGM will be held at 9:00 a.m. on Monday, June 30, 2025 at Conference Room 304, Area B, Huishang Bank Building, No. 1699 Yungu Road, Hefei, Anhui Province, the PRC to consider and, if thought fit, to pass resolutions in respect to the matters set out in the AGM Notice and the Supplemental AGM Notice. For details of the meeting information of the AGM, the resolutions to be considered and approved at the AGM, closure of register of members, the eligibility for attending the AGM, the registration procedures and other matters, please refer to the AGM Notice and the Supplemental AGM Notice. The AGM Notice, the Supplemental AGM Notice, the Original Proxy Form and the Supplemental Proxy Form are available for viewing on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Bank at www.hsbank.com.cn.

IV. RECOMMENDATIONS

As set out in the First Supplemental Circular, the Board (as the convener of the AGM) agreed to submit, among other things, the Additional Proposal on Abolishment of the Board of Supervisors and Amendments to the Articles of Association, Additional Proposal on Amendments to the Articles of Association (Concerning Dividend Distribution Policy), and Additional Proposal on Amendments to the Articles of Association (Concerning Proposing Shareholders) as additional resolutions to the AGM in accordance with the relevant provisions of the PRC Company Law. Shareholders are requested to vote reasonably on the above additional resolutions after careful consideration.

By order of the Board
Huishang Bank Corporation Limited*
Yan Chen
Chairman

Hefei, Anhui Province, the PRC
June 15, 2025

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

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

**COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF HUISHANG BANK CORPORATION LIMITED**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>Article 8 From the date on which it becomes effective, the Articles shall become a legally binding document that regulates the organisation and acts of the Bank, as well as the rights and obligations between the Bank and its shareholders, and amongst the shareholders themselves.</p> <p>The Articles shall be binding on the Bank and the shareholders, directors, supervisors and the senior management of the Bank. The aforementioned persons can enforce their rights on matters relating to the Bank in accordance with the Articles.</p> <p>According to the Articles, shareholders may initiate legal proceedings against other shareholders, the Bank itself, and the directors, supervisors and the senior management of the Bank. The Bank may initiate legal proceedings against the shareholders, directors, supervisors and the senior management.</p> <p>The concept of “initiating legal proceedings” referred to in this Article shall include the initiation of legal proceedings at courts or the application of arbitration to arbitration institutions.</p> <p>The concept of “senior management” referred to in the Articles shall mean the Bank’s president, vice president, secretary to the Board of Directors, assistant to the president and other senior management members as determined by the Board of Directors.</p>	<p>Article 8 From the date on which it becomes effective, the Articles shall become a legally binding document that regulates the organisation and acts of the Bank, as well as the rights and obligations between the Bank and its shareholders, and amongst the shareholders themselves.</p> <p>The Articles shall be binding on the Bank and the shareholders, directors, supervisors and the senior management of the Bank. The aforementioned persons can enforce their rights on matters relating to the Bank in accordance with the Articles.</p> <p>According to the Articles, shareholders may initiate legal proceedings against other shareholders, the Bank itself, and the directors, supervisors and the senior management of the Bank. The Bank may initiate legal proceedings against the shareholders, directors, supervisors and the senior management.</p> <p>The concept of “initiating legal proceedings” referred to in this Article shall include the initiation of legal proceedings at courts or the application of arbitration to arbitration institutions.</p> <p>The concept of “senior management” referred to in the Articles shall mean the Bank’s president, vice president, secretary to the Board of Directors, assistant to the president and other senior management members as determined by the Board of Directors.</p>	<p>As per Article 121 of the Company Law, a company limited by shares may, in accordance with its articles of association, establish an audit committee composed of directors within the Board of Directors to exercise the powers and functions of the board of supervisors prescribed by herein, in which case the company shall not establish a board of supervisors or appoint supervisors.</p> <p>The same applies below.</p>

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>Article 34 Shares which have been in issue before the Bank's initial public offering shall not be transferred within one (1) year from the date of the Bank's listing and trading on a stock exchange.</p> <p>Directors, supervisors and the members of senior management shall, during their term of office, regularly inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. During the term of office of the aforementioned persons, the shares transferred each year shall not exceed 25% of the total number of shares held by that individual. The shares of the Bank held by the aforementioned persons shall not be transferred within one (1) year from the date of initial listing and on the exchange. The aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed. If the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed have restrictions on transfers of overseas-listed foreign shares, those provisions shall prevail.</p>	<p>Article 34 Shares which have been in issue before the Bank's initial public offering shall not be transferred within one (1) year from the date of the Bank's listing and trading on a stock exchange.</p> <p>Directors, supervisors and the members of senior management shall, during their term of office, regularly inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. During the term of office of the aforementioned persons, the shares transferred each year shall not exceed 25% of the total number of shares held by that individual. The shares of the Bank held by the aforementioned persons shall not be transferred within one (1) year from the date of initial listing and on the exchange. The aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed. If the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed have restrictions on transfers of overseas-listed foreign shares, those provisions shall prevail.</p>	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>Article 35 If any director, supervisor or members of senior management of the Bank or shareholders holding over 5% of the Bank's shares either sells shares in the Bank within six (6) months of the purchase date or purchases additional shares in the Bank within six (6) months of selling their shares in the Bank, the Board of Directors of the Bank shall confiscate the profits made from such transactions and the profits shall belong to the Bank. If a securities company holds over 5% of the shares because of a purchase of remaining shares under an underwriting arrangement, any subsequent sale of such shares shall not be subject to the 6-month restriction period.</p> <p>Where the Board of Directors of the Bank fails to confiscate the profits in accordance with the provisions of the preceding paragraph, the shareholders shall have the right to demand that Board of Directors do so within thirty (30) days. Where the Board of Directors of the Bank still fails to confiscate the profits within that period, the shareholders shall have the right to directly initiate legal proceedings at the people's court in their own names for the benefit of the Bank.</p> <p>Where the Board of Directors of the Bank fails to confiscate the profits in accordance with the provisions in paragraph 1, the directors who are responsible for the failure shall be jointly liable in accordance with the applicable laws.</p>	<p>Article 35 If any director,supervisor or members of senior management of the Bank or shareholders holding over 5% of the Bank's shares either sells shares in the Bank within six (6) months of the purchase date or purchases additional shares in the Bank within six (6) months of selling their shares in the Bank, the Board of Directors of the Bank shall confiscate the profits made from such transactions and the profits shall belong to the Bank. If a securities company holds over 5% of the shares because of a purchase of remaining shares under an underwriting arrangement, any subsequent sale of such shares shall not be subject to the 6-month restriction period.</p> <p>Where the Board of Directors of the Bank fails to confiscate the profits in accordance with the provisions of the preceding paragraph, the shareholders shall have the right to demand that Board of Directors do so within thirty (30) days. Where the Board of Directors of the Bank still fails to confiscate the profits within that period, the shareholders shall have the right to directly initiate legal proceedings at the people's court in their own names for the benefit of the Bank.</p> <p>Where the Board of Directors of the Bank fails to confiscate the profits in accordance with the provisions in paragraph 1, the directors who are responsible for the failure shall be jointly liable in accordance with the applicable laws.</p>	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>Article 40 Share certificates of the Bank shall be in registered form and shall specify the following major items:</p> <p>(1) name of the Bank;</p> <p>(2) date of the Bank's establishment;</p> <p>(3) the class of the share certificates, the par value of each share and the number of shares represented by each share certificate;</p> <p>(4) serial number of the share certificate;</p> <p>(5) other matters that must be specified according to the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed; and</p> <p>(6) other matters that must be specified according to the Company Law and other relevant laws and administrative regulations.</p> <p>The overseas-listed foreign shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in, the jurisdiction in which the shares of the Bank are listed.</p>	<p>Article 40 Share certificates of the Bank shall be in registered form and shall specify the following major items:</p> <p>(1) name of the Bank;</p> <p>(2) date of the Bank's establishment;</p> <p>(3) the class of the share certificates, the par value of each share and the number of shares represented by each share certificate;</p> <p>(4) serial number of the share certificate;</p> <p>(5) other matters that must be specified according to the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed; and</p> <p>(6) other matters that must be specified according to the Company Law and other relevant laws and administrative regulations.</p> <p>The overseas-listed foreign shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing in, the jurisdiction in which the shares of the Bank are listed.</p>	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>During the period when H shares are listed in Hong Kong, the Bank shall ensure that all its listing documents pertaining to H shares include the statements stipulated below, and shall further instruct and cause its share registrars to refuse to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until the holder delivers to the share registrar a signed form in respect of the shares including the following statements:</p> <p>(1) the purchaser of shares agrees with the Bank and each shareholder of the Bank, and the Bank agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations and other requirements of the relevant laws, administrative regulations and the Articles.</p>	<p>During the period when H shares are listed in Hong Kong, the Bank shall ensure that all its listing documents pertaining to H shares include the statements stipulated below, and shall further instruct and cause its share registrars to refuse to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until the holder delivers to the share registrar a signed form in respect of the shares including the following statements:</p> <p>(1) the purchaser of shares agrees with the Bank and each shareholder of the Bank, and the Bank agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations and other requirements of the relevant laws, administrative regulations and the Articles.</p>	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>(2) the purchaser of shares agrees with the Bank, each of the other shareholders, the directors, the supervisors, and the members of senior management, and the Bank (acting both for itself and for each director, supervisor and member of senior management) agrees with each shareholder to refer all differences and claims arising from the Articles or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Bank to arbitration in accordance with the Articles, and any referral to an arbitration tribunal shall be deemed to authorize the tribunal to conduct its hearing in an open hearing and to publish its findings. The findings of the arbitration tribunal shall be final and conclusive.</p> <p>(3) the purchaser of shares agrees with the Bank and each shareholder of the Bank that shares in the Bank are freely transferable by the holder of such shares.</p>	<p>(2) the purchaser of shares agrees with the Bank, each of the other shareholders, the directors,the supervisors,and the members of senior management, and the Bank (acting both for itself and for each director,supervisorand member of senior management) agrees with each shareholder to refer all differences and claims arising from the Articles or any rights or obligations conferred or imposed by the Company Law or other relevant laws and administrative regulations concerning the affairs of the Bank to arbitration in accordance with the Articles, and any referral to an arbitration tribunal shall be deemed to authorize the tribunal to conduct its hearing in an open hearing and to publish its findings. The findings of the arbitration tribunal shall be final and conclusive.</p> <p>(3) the purchaser of shares agrees with the Bank and each shareholder of the Bank that shares in the Bank are freely transferable by the holder of such shares.</p>	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
(4) the purchaser of shares authorizes the Bank to enter into a contract on his behalf with each director and member of senior management whereby such directors and members of senior management undertake to observe and comply with their obligations to shareholders stipulated in the Articles.	(4) the purchaser of shares authorizes the Bank to enter into a contract on his behalf with each director and member of senior management whereby such directors and members of senior management undertake to observe and comply with their obligations to shareholders stipulated in the Articles.	
<p>Article 53 Holders of shares of the Bank shall enjoy the following rights (if the Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to personally attend or appoint a proxy to attend shareholders' general meetings, and to exercise voting rights based on the number of shares held by them;</p> <p>(3) to supervise the business operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles;</p>	<p>Article 53 Holders of shares of the Bank shall enjoy the following rights (if the Articles have other regulations on the rights of holders of preference shares, those other regulations shall apply):</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to personally attend or appoint a proxy to attend shareholders' general meetings, and to exercise voting rights based on the number of shares held by them;</p> <p>(3) to supervise the business operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles;</p>	

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ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>(5) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed and the Articles, including:</p> <p>1. to obtain a copy of the Articles after paying the costs and expenses incurred; and</p> <p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <p style="padding-left: 40px;">(i) all parts of the register of shareholders;</p> <p style="padding-left: 40px;">(ii) the personal information of the directors, supervisors and other members of senior management of the Bank;</p> <p style="padding-left: 40px;">(iii) status of the Bank's share capital;</p>	<p>(5) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed and the Articles, including:</p> <p>1. to obtain a copy of the Articles after paying the costs and expenses incurred; and</p> <p>2. have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <p style="padding-left: 40px;">(i) all parts of the register of shareholders;</p> <p style="padding-left: 40px;">(ii) the personal information of the directors; supervisors and other members of senior management of the Bank;</p> <p style="padding-left: 40px;">(iii) status of the Bank's share capital;</p>	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>(iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>(v) minutes of the shareholders' general meetings;</p> <p>(vi) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</p> <p>Other than item (ii), the documents referred to in items (i) to (vi) shall be maintained at the Hong Kong address of the Bank in accordance with Stock Exchange Listing Rules and available for inspection free of charge by both the public shareholders and H shareholders, whereas item (v) will only be available for inspection by the shareholders.</p>	<p>(iv) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases;</p> <p>(v) minutes of the shareholders' general meetings;</p> <p>(vi) the latest audited financial statements, directors' reports, and auditors' report;</p> <p>Other than item (ii), the documents referred to in items (i) to (vi) shall be maintained at the Hong Kong address of the Bank in accordance with Stock Exchange Listing Rules and available for inspection free of charge by both the public shareholders and H shareholders, whereas item (v) will only be available for inspection by the shareholders.</p>	

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<p>If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves price sensitive information and the Bank's trade secrets.</p> <p>(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(7) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting in relation to the merger or division of the Bank); and</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises their rights without disclosing their rights to the Bank, the Bank shall not thus compromise the rights of such persons by freezing it or in any other manner.</p>	<p>If any shareholder makes a request to obtain a copy of the relevant minutes from the Bank, the Bank shall send a copy of the requested minutes within seven (7) days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involves price sensitive information and the Bank's trade secrets.</p> <p>(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(7) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting in relation to the merger or division of the Bank); and</p> <p>(8) to have other rights conferred in accordance with the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles.</p> <p>If any person holding an interest in the shares either directly or indirectly exercises their rights without disclosing their rights to the Bank, the Bank shall not thus compromise the rights of such persons by freezing it or in any other manner.</p>	

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<p>Article 56 If any director and member of senior management has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more shares in the Bank for one hundred and eighty (180) consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at the people's court. If the Board of Supervisors has violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court.</p> <p>If the Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank.</p> <p>If any other person infringes on the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.</p>	<p>Article 56 If any director and member of senior management has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more shares in the Bank for one hundred and eighty (180) consecutive days may make a written request to the <u>Board of Supervisorsaudit committee</u> to initiate legal proceedings at the people's court. If the <u>Board of Supervisorsaudit committee</u> has violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court.</p> <p>If the <u>Board of Supervisorsaudit committee</u> or the Board of Directors rejects or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank.</p> <p>If any other person infringes on the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.</p>	

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<p>Article 60 Any unit or individual together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority for approval in advance.</p> <p>Any unit or individual together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority within ten working days after obtaining their equity interests.</p> <p>Any shareholder who shall but does not obtain approval from the banking regulatory authority, or who fails to report to the regulatory authority, shall be prohibited from exercising the following rights:</p> <ol style="list-style-type: none"> 1. right to request the convening of a shareholders' general meeting (including class shareholders' general meeting); 2. voting right; 3. nomination right of candidate for director and supervisor; 4. right of proposals; 5. right of disposition; 6. other rights limited as required by the regulatory authorities. 	<p>Article 60 Any unit or individual together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority for approval in advance.</p> <p>Any unit or individual together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of the total number of shares of the Bank, shall report to the banking regulatory authority within ten working days after obtaining their equity interests.</p> <p>Any shareholder who shall but does not obtain approval from the banking regulatory authority, or who fails to report to the regulatory authority, shall be prohibited from exercising the following rights:</p> <ol style="list-style-type: none"> 1. right to request the convening of a shareholders' general meeting (including class shareholders' general meeting); 2. voting right; 3. nomination right of candidate for director and supervisor; 4. right of proposals; 5. right of disposition; 6. other rights limited as required by the regulatory authorities. 	

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<p>If a shareholder holding the Excess Shares fails to obtain the approval from the banking regulatory authority, the shareholder must transfer the shareholding within the period prescribed by the banking regulatory authority.</p> <p>Notwithstanding the foregoing provisions, shareholders of the Bank holding the Excess Shares shall not be subject to any restrictions when exercising the rights stipulated in items (1) and (6) of Article 53 of the Articles.</p>	<p>If a shareholder holding the Excess Shares fails to obtain the approval from the banking regulatory authority, the shareholder must transfer the shareholding within the period prescribed by the banking regulatory authority.</p> <p>Notwithstanding the foregoing provisions, shareholders of the Bank holding the Excess Shares shall not be subject to any restrictions when exercising the rights stipulated in items (1) and (6) of Article 53 of the Articles.</p>	
<p>Article 61 If shareholders use their equity interests in the Bank to provide guarantees for themselves or others, they shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance. Majority shareholders shall not, with equity interest held in the Bank, provide guarantee for debts other than those belonging to themselves and their related parties, and shall not, in the form of pledge of equity interest, to hold the equity interest of the Bank on behalf of others, to hold shares illegally through a related party, or to transfer equity interest in a disguised manner. The Office of the Board of Directors is responsible for daily work such as collecting, collating and reporting of such information in relation to pledge of equity interests of the Bank. Upon the registration of pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely, accurate and complete manner so as to meet the Bank's requirements on risk management and information disclosure.</p>	<p>Article 61 If shareholders use their equity interests in the Bank to provide guarantees for themselves or others, they shall strictly comply with the requirements of laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance. Majority shareholders shall not, with equity interest held in the Bank, provide guarantee for debts other than those belonging to themselves and their related parties, and shall not, in the form of pledge of equity interest, to hold the equity interest of the Bank on behalf of others, to hold shares illegally through a related party, or to transfer equity interest in a disguised manner. The Office of the Board of Directors is responsible for daily work such as collecting, collating and reporting of such information in relation to pledge of equity interests of the Bank. Upon the registration of pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely, accurate and complete manner so as to meet the Bank's requirements on risk management and information disclosure.</p>	

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<p>Where a shareholder who serves on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than 2% of share capital or voting rights in the Bank pledges his/her equity interests in the Bank, it shall make an application and filing to the Board of Directors of the Bank in advance, stating the basic information of the pledge including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding, corporate governance, as well as the risk and related party transaction control, no filing shall be made. The director(s) appointed by a shareholder proposing to pledge his/her shares in the Bank shall avoid attending the meeting of the Board of Directors at which such proposal is considered.</p> <p>Where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meetings, as well as the voting rights of the director(s) nominated by such shareholder at board meetings, shall be subject to restrictions.</p> <p>Shareholders shall not pledge the Bank's shares if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year.</p>	<p>Where a shareholder who serves on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than 2% of share capital or voting rights in the Bank pledges his/her equity interests in the Bank, it shall make an application and filing to the Board of Directors of the Bank in advance, stating the basic information of the pledge including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Bank's shareholding, corporate governance, as well as the risk and related party transaction control, no filing shall be made. The director(s) appointed by a shareholder proposing to pledge his/her shares in the Bank shall avoid attending the meeting of the Board of Directors at which such proposal is considered.</p> <p>Where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meetings, as well as the voting rights of the director(s) nominated by such shareholder at board meetings, shall be subject to restrictions.</p> <p>Shareholders shall not pledge the Bank's shares if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year.</p>	

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<p>Article 63 In addition to the obligations required under the laws, administrative regulations or the provisions stipulated by a stock exchange located at the jurisdiction in which the shares of the Bank are listed, when exercising their rights as a shareholder, controlling shareholders shall not exercise their voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a director or supervisor of their responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a director or a supervisor in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank, regardless of whether the deprivation is made for the director or supervisor's benefit or for the benefit of others; and</p> <p>(3) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the shareholders' general meeting in accordance with the Articles.</p>	<p>Article 63 In addition to the obligations required under the laws, administrative regulations or the provisions stipulated by a stock exchange located at the jurisdiction in which the shares of the Bank are listed, when exercising their rights as a shareholder, controlling shareholders shall not exercise their voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a director or supervisor of their<u>his/her</u> responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a director or a supervisor in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank, regardless of whether the deprivation is made for the director or supervisor's benefit or for the benefit of others; and</p> <p>(3) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the shareholders' general meeting in accordance with the Articles.</p>	

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<p>Article 67 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on the business policies and significant investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to examine and approve reports made by the Board of Directors;</p> <p>(4) to examine and approve reports made by the Board of Supervisors;</p> <p>(5) to examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</p> <p>(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p>(8) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;</p>	<p>Article 67 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on the business policies and significant investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to examine and approve reports made by the Board of Directors;</p> <p>(4) to examine and approve reports made by the Board of Supervisors;</p> <p><u>(5)</u> to examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p><u>(6)</u> to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</p> <p><u>(7)</u> to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p><u>(8)</u> to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;</p>	

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(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;	(98) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;	
(10) to amend the Articles, to consider and adopt the rules of procedure of the shareholders' general meetings, Board of Directors' meetings and Board of Supervisors' meetings;	(109) to amend the Articles, to consider and adopt the rules of procedure of the shareholders' general meetings, <u>and</u> Board of Directors' meetings <u>and</u> Board of Supervisors' meetings ;	
(11) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;	(110) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;	
(12) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the "Proposing Shareholders");	(121) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the "Proposing Shareholders");	
(13) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;	(132) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;	
(14) to examine the guarantees made pursuant to Article 68 of the Articles;	(1413) to examine the guarantees made pursuant to Article 68 of the Articles;	

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(15) to examine the related party transactions which require approval by the shareholders' general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles;	(15) 14) to examine the related party transactions which require approval by the shareholders' general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles;	
(16) to examine and approve the matters concerning the change of the use of proceeds;	(16) 15) to examine and approve the matters concerning the change of the use of proceeds;	
(17) to examine the stock incentive plans and employee stock ownership plans;	(17) 16) to examine the stock incentive plans and employee stock ownership plans;	
(18) to determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and	(18) 17) to determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and	

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<p>(19) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities as well as the Articles.</p> <p>The shareholder's general meeting shall not delegate the statutory powers exercised by itself to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>(19)(18) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities as well as the Articles.</p> <p>The shareholder's general meeting shall not delegate the statutory powers exercised by itself to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	

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<p>Article 69 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisors and members of senior management of the Bank without approval in the form of a special resolution passed in a shareholders' general meeting.</p>	<p>Article 69 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisors and members of senior management of the Bank without approval in the form of a special resolution passed in a shareholders' general meeting.</p>	
<p>Article 71 An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles;</p> <p>(2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting;</p> <p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) more than half of and not less than two independent directors propose to convene the meeting;</p>	<p>Article 71 An extraordinary general meeting shall be convened within two (2) months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles;</p> <p>(2) the outstanding loss of the Bank is at least one-third of the Bank's total share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank (the "Requesting Shareholders") have requested to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated on the day on which the shareholders submit a written request to convene the meeting;</p> <p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) more than half of and not less than two independent directors propose to convene the meeting;</p>	

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<p>(6) the Board of Supervisors proposes to convene the meeting; and</p> <p>(7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p>	<p>(6) the Board of Supervisors<u>audit committee</u> proposes to convene the meeting; and</p> <p>(7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p>	
<p>Article 75 The shareholders’ general meeting shall be convened by the Board of Directors. If the Board of Directors is unable or fails to perform its duty in convening the shareholders’ general meeting, the Board of Supervisors shall promptly convene the meeting. If the Board of Supervisors does not convene the meeting, the shareholders who individually or jointly hold 10% or more of the Bank’s total voting shares for not less than ninety (90) consecutive days (the “Convening Shareholders”) may convene such meetings on their own initiative.</p>	<p>Article 75 The shareholders’ general meeting shall be convened by the Board of Directors. If the Board of Directors is unable or fails to perform its duty in convening the shareholders’ general meeting, the Board of Supervisors<u>audit committee</u> shall promptly convene the meeting. If the Board of Supervisors<u>audit committee</u> does not convene the meeting, the shareholders who individually or jointly hold 10% or more of the Bank’s total voting shares for not less than ninety (90) consecutive days (the “Convening Shareholders”) may convene such meetings on their own initiative.</p>	
<p>Article 77 The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten (10) days of receiving the proposal.</p>	<p>Article 77 The Board of Supervisors<u>audit committee</u> shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten (10) days of receiving the proposal.</p>	

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<p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Board of Supervisors shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten (10) days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.</p> <p>Where all the external supervisors are in unanimous consent, the external supervisors shall have the right to propose the Board of Supervisors in writing to recommend that the Board of Directors convene an extraordinary general meeting, and the Board of Supervisors shall give a written opinion as to whether it agrees or disagrees within ten (10) days upon receipt of such proposals. If the Board of Supervisors refuses to convene the extraordinary general meeting, it shall give an explanation.</p>	<p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Board of Supervisors <u>audit committee</u> shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten (10) days of receiving the proposal, the Board of Directors shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors <u>audit committee</u> may convene and preside over the shareholders' general meeting on its own initiative.</p> <p>Where all the external supervisors <u>one third of the members of the audit committee</u> are in unanimous consent, the external supervisors <u>such members of the audit committee</u> shall have the right to propose the Board of Supervisors <u>the audit committee</u> in writing to recommend that the Board of Directors convene an extraordinary general meeting, and the Board of Supervisors <u>the audit committee</u> shall give a written opinion as to whether it agrees or disagrees within ten (10) days upon receipt of such proposals. If the Board of Supervisors <u>the audit committee</u> refuses to convene the extraordinary general meeting, it shall give an explanation.</p>	

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<p>Article 78 When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting, they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary general meeting or any class shareholders' meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting or class shareholders' meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or class shareholders' meeting, or fails to give its response within ten (10) days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene an extraordinary shareholders' general meeting or class shareholders' meeting and this proposal shall be made to the Board of Supervisors in writing.</p>	<p>Article 78 When the Requesting Shareholders request to convene an extraordinary general meeting or any class shareholders' meeting, they shall act in compliance with the following procedures:</p> <p>The Requesting Shareholders shall have the right to propose to the Board of Directors to convene an extraordinary general meeting or any class shareholders' meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene an extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting or class shareholders' meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or class shareholders' meeting, or fails to give its response within ten (10) days of receiving the proposal, the Requesting Shareholders shall have the right to propose to the Board of Supervisors <u>audit committee</u> to convene an extraordinary shareholders' general meeting or class shareholders' meeting and this proposal shall be made to the Board of Supervisors <u>audit committee</u> in writing.</p>	

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<p>If the Board of Supervisors agrees to convene an extraordinary general meeting or class shareholders' meeting, a notice for convening such meeting shall be issued within five (5) days of receiving the proposal. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to issue a notice convening such a meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting or class shareholders' meeting, and the Requesting Shareholders may convene and preside over the meeting.</p>	<p>If the Board of Supervisors<u>audit committee</u> agrees to convene an extraordinary general meeting or class shareholders' meeting, a notice for convening such meeting shall be issued within five (5) days of receiving the proposal. If the proposal contained in the original notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors<u>audit committee</u> fails to issue a notice convening such a meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting or class shareholders' meeting, and the Requesting Shareholders may convene and preside over the meeting.</p>	
<p>Article 79 If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority and other relevant regulatory authorities of the place in which the Bank is operating.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be less than 10%.</p> <p>The Board of Supervisors or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and to other relevant regulatory authorities when the Board of Supervisors or the Requesting Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.</p>	<p>Article 79 If either the Board of Supervisors<u>audit committee</u> or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the banking regulatory authority and other relevant regulatory authorities of the place in which the Bank is operating.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be less than 10%.</p> <p>The Board of Supervisors<u>audit committee</u> or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and to other relevant regulatory authorities when the Board of Supervisors<u>audit committee</u> or the Requesting Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.</p>	

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<p>Article 80 With respect to a shareholders' general meeting convened by the Board of Supervisors or the shareholders, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.</p> <p>If the Board of Directors fails to offer the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders by relying on the announcement regarding the notice convening the shareholders' general meeting. The register of shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>	<p>Article 80 With respect to a shareholders' general meeting convened by the Board of Supervisors <u>audit committee</u> or the shareholders, the Board of Directors and the secretary of the Board shall cooperate. The Board of Directors shall offer the register of shareholders as at the share registration date.</p> <p>If the Board of Directors fails to offer the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders by relying on the announcement regarding the notice convening the shareholders' general meeting. The register of shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>	
<p>Article 81 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the Requesting Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.</p>	<p>Article 81 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors <u>audit committee</u> or the Requesting Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to the Bank from directors who have not carried out their duties.</p>	
<p>Article 83 When the Bank convenes shareholders' general meetings, the Proposing Shareholders, the Board of Directors and the Board of Supervisors shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' general meeting into the agenda.</p> <p>The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals.</p>	<p>Article 83 When the Bank convenes shareholders' general meetings, the Proposing Shareholders, the Board of Directors and the Board of Supervisors <u>audit committee</u> shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposal which are within the scope of responsibilities of the shareholders' general meeting into the agenda.</p> <p>The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals.</p>	

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<p>Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting.</p> <p>Proposals which have not been set out in the notice of shareholders' general meeting or which are not in compliance with Article 82 of the Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</p>	<p>Except for the circumstances provided in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting.</p> <p>Proposals which have not been set out in the notice of shareholders' general meeting or which are not in compliance with Article 82 of the Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</p>	
<p>Article 86 Notice of shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, venue and duration of the meeting;</p> <p>(3) it shall state the matters and proposals to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization and Bank restructuring proposals or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any). and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p>	<p>Article 86 Notice of shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, venue and duration of the meeting;</p> <p>(3) it shall state the matters and proposals to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization and Bank restructuring proposals or any proposals relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any). and detailed explanation as to the cause and effect of such a proposal transaction shall be provided;</p>	

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<p>(5) if any of the directors, supervisors or members of senior management have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or member of senior management as shareholders compared to other shareholders of that same class, they shall explain this difference;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person of the meeting; and</p>	<p>(5) if any of the directors,supervisors or members of senior management have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director;supervisor or member of senior management as shareholders compared to other shareholders of that same class, they shall explain this difference;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote on his/her behalf, and such proxy need not be a shareholder;</p> <p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person of the meeting; and</p>	

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<p>(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles.</p> <p>The standard proxy form shall also be delivered together with the notice of shareholders' general meeting.</p>	<p>(11) it shall satisfy other requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles.</p> <p>The standard proxy form shall also be delivered together with the notice of shareholders' general meeting.</p>	
<p>Article 88 If the elections of directors and supervisors are intended to be discussed at the shareholder's general meeting, the notice of the shareholders' general meeting shall, in compliance with laws, administrative regulations, departmental rules, regulatory documents and the requirements of the relevant regulatory authority and the Articles, fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars such as education level, work experience and any part-time work undertaken;</p> <p>(2) whether there is any connected relationship with the Bank or with the controlling shareholders and <i>de facto</i> controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the securities regulatory authority of the State Council and other relevant departments, and any stock exchange disciplinary action; and</p>	<p>Article 88 If the elections of directors and supervisors are intended to be discussed at the shareholder's general meeting, the notice of the shareholders' general meeting shall, in compliance with laws, administrative regulations, departmental rules, regulatory documents and the requirements of the relevant regulatory authority and the Articles, fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars such as education level, work experience and any part-time work undertaken;</p> <p>(2) whether there is any connected relationship with the Bank or with the controlling shareholders and <i>de facto</i> controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the securities regulatory authority of the State Council and other relevant departments, and any stock exchange disciplinary action; and</p>	

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<p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Stock Exchange Listing Rules.</p> <p>Except for the election of directors and supervisors via cumulative voting, the election of each director and supervisor shall be voted upon on a separate basis.</p>	<p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Stock Exchange Listing Rules.</p> <p>Except for the election of directors and supervisors via cumulative voting, the election of each director and supervisor shall be voted upon on a separate basis.</p>	
<p>Article 91 Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one (1) or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. However, majority shareholder's proxies shall not be those other than shareholders and their related parties, persons acting in concert, directors and supervisors nominated, and majority shareholder shall not be a proxy of non-related parties or persons acting in concert to attend a shareholders' general meeting. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the meeting;</p> <p>(2) have authority to demand or join other shareholders in demanding a poll; and</p> <p>(3) have the right to vote by hand or on a poll, but when more than one (1) proxy has been appointed, the proxies only have the right to vote on a poll.</p> <p>If majority shareholder is an institutional investor such as an equity investment fund, it shall disclose its corporate governance and voting policies in relation to the Bank, including the relevant procedures for deciding to exercise voting rights, to the ultimate beneficiary of equity interests held by it and the Bank.</p>	<p>Article 91 Any shareholder entitled to attend and vote at a shareholders' general meeting shall be entitled to appoint one (1) or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. However, majority shareholder's proxies shall not be those other than shareholders and their related parties, persons acting in concert, directors and supervisors nominated, and majority shareholder shall not be a proxy of non-related parties or persons acting in concert to attend a shareholders' general meeting. A proxy may exercise the following powers at a shareholders' general meeting:</p> <p>(1) the same right of speech as the shareholder at the meeting;</p> <p>(2) have authority to demand or join other shareholders in demanding a poll; and</p> <p>(3) have the right to vote by hand or on a poll, but when more than one (1) proxy has been appointed, the proxies only have the right to vote on a poll.</p> <p>If majority shareholder is an institutional investor such as an equity investment fund, it shall disclose its corporate governance and voting policies in relation to the Bank, including the relevant procedures for deciding to exercise voting rights, to the ultimate beneficiary of equity interests held by it and the Bank.</p>	

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<p>Article 100 When the shareholders' general meeting is being convened, the Bank's directors, supervisors and the secretary to the Board of Directors shall attend the meeting. Members of senior management shall observe the meeting.</p>	<p>Article 100 When the shareholders' general meeting is being convened, the Bank's directors, supervisors and the secretary to the Board of Directors shall attend the meeting. Members of senior management shall observe the meeting.</p>	
<p>Article 101 A shareholders' general meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall chair and preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a director elected by not less than half of the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall chair and preside over the meeting.</p>	<p>Article 101 A shareholders' general meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall chair and preside over the meeting. If the vice chairman is unable or fails to perform his/her duties, a director elected by not less than half of the directors shall chair and preside over the meeting. If no chairman is appointed, shareholders who are present at the meeting may elect a single shareholder to chair the meeting. If the shareholders have failed to elect a chairman for whatever reason, the shareholder that is present at the meeting (including any proxy of such a shareholder) holding the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors <u>audit committee</u> shall be chaired and presided over by the chairman of the Board of Supervisors <u>audit committee</u>. If the chairman of the Board of Supervisors <u>audit committee</u> is unable or fails to perform his/her duties, a <u>member of the audit committee jointly nominated supervisor</u> elected <u>by not less than half of the supervisors</u> members of the audit committee shall chair and preside over the meeting.</p>	

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<p>A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>A shareholders' general meeting convened by the shareholders shall be chaired and presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	
<p>Article 103 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors should both report to the shareholders on the work they have undertaken over the past year, and each independent director shall also give a report on their duties to the shareholders.</p>	<p>Article 103 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors<u>audit committee</u> should both report to the shareholders on the work they have undertaken over the past year, and each independent director shall also give a report on their duties to the shareholders.</p>	
<p>Article 104 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors, supervisors and members of senior management shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.</p>	<p>Article 104 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors; supervisors and members of senior management shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.</p>	

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<p>Article 105 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and members of senior management who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of Bank voting shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding response or explanation, etc.;</p> <p>(6) the name of the lawyer, vote counter and scrutineer; and</p> <p>(7) any other matters required by the shareholders' general meeting or the provisions of the Articles to be recorded in the minutes.</p> <p>The minutes of the shareholders' general meeting may be made in the form of a summary or resolution, etc.</p>	<p>Article 105 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and members of senior management who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of Bank voting shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding response or explanation, etc.;</p> <p>(6) the name of the lawyer, vote counter and scrutineer; and</p> <p>(7) any other matters required by the shareholders' general meeting or the provisions of the Articles to be recorded in the minutes.</p> <p>The minutes of the shareholders' general meeting may be made in the form of a summary or resolution, etc.</p>	

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<p>Article 106 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and shall form part of the Bank's files. The secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for a perpetual term.</p>	<p>Article 106 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and shall form part of the Bank's files. The secretary to the Board of Directors shall preserve the files in accordance with the Bank's record management guidelines for a perpetual term.</p>	
<p>Article 111 The following matters shall be resolved by way of ordinary resolution:</p> <ol style="list-style-type: none"> (1) work reports by the Board of Directors and the Board of Supervisors; (2) profit distribution plans and loss carryforward plans as proposed by the Board of Directors; (3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors; (4) reports regarding the Bank's annual financial budget and final accounts; (5) the appointment or dismissal of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis; (6) any other matters not required by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities or the Articles to be resolved by way of special resolution. 	<p>Article 111 The following matters shall be resolved by way of ordinary resolution:</p> <ol style="list-style-type: none"> (1) work reports by the Board of Directors and the Board of Supervisors; (2) profit distribution plans and loss carryforward plans as proposed by the Board of Directors; (3) the appointment or removal, the remuneration and the method of payment for the members of the Board of Directors and the Board of Supervisors; (4) reports regarding the Bank's annual financial budget and final accounts; (5) the appointment or dismissal of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis; (6) any other matters not required by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities or the Articles to be resolved by way of special resolution. 	

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<p>Article 114 The suggested list of candidates to serve as directors and supervisors shall be put forward to the shareholders' general meeting for voting.</p> <p>Cumulative polling may be used for the election of directors and supervisors in a shareholders' general meeting, where it is in accordance with the provisions of the Articles or a resolution passed in a shareholder's general meeting.</p> <p>The Bank shall ensure the continuity of the Board of Directors, and except for re-elections at expiration of office, the number of directors that shall be replaced and re-elected by the Board of Directors each year shall not exceed one-third of the number of directors on the Board of Directors.</p>	<p>Article 114 The suggested list of candidates to serve as directorsand supervisors shall be put forward to the shareholders' general meeting for voting.</p> <p>Cumulative polling may be used for the election of directors and supervisors in a shareholders' general meeting, where it is in accordance with the provisions of the Articles or a resolution passed in a shareholder's general meeting.</p> <p>The Bank shall ensure the continuity of the Board of Directors, and except for re-elections at expiration of office, the number of directors that shall be replaced and re-elected by the Board of Directors each year shall not exceed one-third of the number of directors on the Board of Directors.</p>	
<p>Article 115 The general procedures for nomination and election of directors or supervisors are as follows:</p> <p>(1) according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors and supervisors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors or the nomination committee of the preceding Board of Supervisors. Shareholders individually or jointly holding 3% or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors or candidates for supervisors to the Board of Supervisors.</p>	<p>Article 115 The general procedures for nomination and election of directors or supervisors are as follows:</p> <p>(1) according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors and supervisors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors or the nomination committee of the preceding Board of Supervisors. Shareholders individually or jointly holding 3% or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors or candidates for supervisors to the Board of Supervisors.</p>	

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<p>Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors.</p>	<p>Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; theySuch shareholders and their associates shall not be entitled to nominate other candidates as supervisors (or directors)if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors.</p>	
<p>(2) the nomination and remuneration committee of the Board of Directors and the Board of Supervisors shall respectively conduct preliminary verification on the qualifications and eligibility of the candidates for directors or supervisors, and the names of qualified candidates shall be submitted to the Board of Directors or the Board of Supervisors for consideration. After approval by way of resolution from the Board of Directors or the Board of Supervisors, written proposals regarding the candidates for directors or supervisors shall be submitted to the shareholders' general meeting.</p>	<p>(2) the nomination and remuneration committee of the Board of Directors and the Board of Supervisorsshall respectively conduct preliminary verification on the qualifications and eligibility of the candidates for directors or supervisors, and the names of qualified candidates shall be submitted to the Board of Directors or the Board of Supervisorsfor consideration. After approval by way of resolution from the Board of Directors or the Board of Supervisors, written proposals regarding the candidates for directors or supervisors shall be submitted to the shareholders' general meeting.</p>	

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<p>(3) before the aforementioned shareholders' general meeting mentioned is convened, the nominees shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors or supervisors are truthful and complete and that they shall conscientiously perform their obligations upon election.</p> <p>(4) the Board of Directors or the Board of Supervisors shall disclose in accordance with the laws, regulations and the Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting.</p> <p>(5) each candidate for director or supervisor shall be voted for on a separate basis at the shareholders' general meeting unless cumulative polling is adopted.</p> <p>(6) if it is necessary to fill a vacant position for a director or supervisor, the nomination and remuneration committee of the Board of Directors, the nomination committee of the Board of Supervisors or shareholders eligible to make nominations shall submit proposals to the Board of Directors or the Board of Supervisors for consideration, and the position shall be elected or replaced after the shareholders' general meeting.</p>	<p>(3) before the aforementioned shareholders' general meeting mentioned is convened, the nominees shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors or supervisors are truthful and complete and that they shall conscientiously perform their obligations upon election.</p> <p>(4) the Board of Directors or the Board of Supervisors shall disclose in accordance with the laws, regulations and the Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting.</p> <p>(5) each candidate for director or supervisor shall be voted for on a separate basis at the shareholders' general meeting unless cumulative polling is adopted.</p> <p>(6) if it is necessary to fill a vacant position for a director or supervisor, the nomination and remuneration committee of the Board of Directors, the nomination committee of the Board of Supervisors or shareholders eligible to make nominations shall submit proposals to the Board of Directors or the Board of Supervisors for consideration, and the position shall be elected or replaced after the shareholders' general meeting.</p>	

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<p>(7) if there are any specific provisions regarding the method and procedure of nominating independent directors, external supervisors or employee representatives acting as directors and supervisors, as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles, those provisions shall prevail.</p> <p>If the number of shares with voting rights held by the controlling shareholder exceeds 30% of the total number of shares with voting rights in the Bank, the elections of directors and supervisors at the shareholders' general meeting shall be carried out via cumulative polling in accordance with Article 378 of the Article of Association.</p>	<p>(7) if there are any specific provisions regarding the method and procedure of nominating independent directors,external supervisors—or employee representatives acting as directors and supervisors, as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles, those provisions shall prevail.</p> <p>If the number of shares with voting rights held by the controlling shareholder exceeds 30% of the total number of shares with voting rights in the Bank, the elections of directors and supervisors at the shareholders' general meeting shall be carried out via cumulative polling in accordance with Article 378 of the Article of Association.</p>	
<p>Article 116 If directors and supervisors are elected by way of cumulative polling, and candidates have the same number of votes with vacancies in the number of candidates to be elected, additional election rounds using cumulative polling should be held with regard to the candidates with the same votes until the vacancies are filled.</p>	<p>Article 116 If directors and supervisors are elected by way of cumulative polling, and candidates have the same number of votes with vacancies in the number of candidates to be elected, additional election rounds using cumulative polling should be held with regard to the candidates with the same votes until the vacancies are filled.</p>	

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<p>Article 119 Before a proposal is put to vote at a shareholders' general meeting, two (2) representatives of the shareholders shall be nominated to count the votes and to act as the scrutineer. If a shareholder has an material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders and representatives of supervisors. At the same time, the auditors of the Bank, the H Share Registrar or external accountants (who are qualified as auditors) shall be appointed as the scrutineer. The chairman of the meeting shall announce the voting outcome at the meeting and shall declare, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article 119 Before a proposal is put to vote at a shareholders' general meeting, two (2) representatives of the shareholders shall be nominated to count the votes and to act as the scrutineer. If a shareholder has an material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders and representatives of supervisors<u>the members of the audit committee</u>. At the same time, the auditors of the Bank, the H Share Registrar or external accountants (who are qualified as auditors) shall be appointed as the scrutineer. The chairman of the meeting shall announce the voting outcome at the meeting and shall declare, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	
<p>Article 126 If the proposal regarding the election of the directors or supervisors is approved at the shareholders' general meeting, the newly elected director or supervisor's term of service shall commence on the date on which the resolution is passed, except as otherwise provided by laws, administrative regulations, departmental rules, regulatory documents or otherwise required by relevant regulatory authorities.</p>	<p>Article 126 If the proposal regarding the election of the directors or supervisors<u>is approved</u> at the shareholders' general meeting, the newly elected director or supervisor's term of service shall commence on the date on which the resolution is passed, except as otherwise provided by laws, administrative regulations, departmental rules, regulatory documents or otherwise required by relevant regulatory authorities.</p>	

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<p>Article 150 The nomination and remuneration committee of the Board of Directors, and shareholders who individually or jointly hold 1% or more of the Bank's total number of outstanding shares with voting rights and the Board of Supervisors may nominate independent directors, who shall be elected at a shareholders' general meeting. Shareholders who have nominated non-independent directors and their related parties shall not simultaneously nominate independent directors. If the number of the voting shares held by the controlling shareholders exceeds 30% of the total number of shares of the Bank, the cumulative voting system stated in Article 378 herein shall be adopted to elect independent directors.</p>	<p>Article 150 The nomination and remuneration committee of the Board of Directors, and shareholders who individually or jointly hold 1% or more of the Bank's total number of outstanding shares with voting rights and <u>the Board of Supervisors audit committee</u> may nominate independent directors, who shall be elected at a shareholders' general meeting. Shareholders who have nominated non-independent directors and their related parties shall not simultaneously nominate independent directors. If the number of the voting shares held by the controlling shareholders exceeds 30% of the total number of shares of the Bank, the cumulative voting system stated in Article 378 herein shall be adopted to elect independent directors.</p>	
<p>Article 159 The Board of Directors or the Board of Supervisors has the right to propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances:</p> <p>(1) serious dereliction of duty;</p> <p>(2) failure to resign from his/her position when he/she is no longer qualified to be an independent director due to a change in his/her position;</p> <p>(3) failure to attend in person for three (3) consecutive Board meetings;</p> <p>(4) other circumstances provided by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles where an independent director is no longer suitable for holding such a position.</p>	<p>Article 159 The Board of Directors or <u>the Board of Supervisors audit committee</u> has the right to propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances:</p> <p>(1) serious dereliction of duty;</p> <p>(2) failure to resign from his/her position when he/she is no longer qualified to be an independent director due to a change in his/her position;</p> <p>(3) failure to attend in person for three (3) consecutive Board meetings;</p> <p>(4) other circumstances provided by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles where an independent director is no longer suitable for holding such a position.</p>	

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<p>Article 160 A proposal submitted by the Board of Supervisors in connection with the dismissal of an independent director shall only be submitted to a shareholders' general meeting for consideration after such proposal has been adopted by two-thirds or more of the total number of supervisors. An independent director may, before the Board of Supervisors renders the proposal of dismissal, explain to the Board of Supervisors the relevant circumstances, make representations and defend himself/herself.</p> <p>If the Board of Supervisors proposes at a shareholders' general meeting to dismiss an independent director, it shall report to the banking regulatory authority and issue a written notice to the independent director within one (1) month of such a shareholders' general meeting. The independent director shall have the right to express their opinion orally or in writing before the voting, and shall have the right to submit such an opinion to the banking regulatory authority five (5) days prior to the shareholders' general meeting. The shareholders shall vote after reviewing the independent director's opinion.</p>	<p>Article 160 A proposal submitted by the Board of Supervisors audit committee in connection with the dismissal of an independent director shall only be submitted to a shareholders' general meeting for consideration after such proposal has been adopted by two-thirds or more of the total number of <u>the members of the audit committees</u> supervisors. An independent director may, before the Board of Supervisors audit committee renders the proposal of dismissal, explain to the Board of Supervisors audit committee the relevant circumstances, make representations and defend himself/herself.</p> <p>If the Board of Supervisors audit committee proposes at a shareholders' general meeting to dismiss an independent director, it shall report to the banking regulatory authority and issue a written notice to the independent director within one (1) month of such a shareholders' general meeting. The independent director shall have the right to express their opinion orally or in writing before the voting, and shall have the right to submit such an opinion to the banking regulatory authority five (5) days prior to the shareholders' general meeting. The shareholders shall vote after reviewing the independent director's opinion.</p>	
<p>Article 165 When removing the president of the Bank within their term of office, the Board of Directors shall inform the Board of Supervisors in time and provide a written explanation to the Board of Supervisors.</p> <p>The Board of Directors shall not directly appoint and dismiss the vice president and other members of senior management without the nomination by the president.</p>	<p>Article 165 When removing the president of the Bank within their term of office, the Board of Directors shall inform the Board of Supervisors audit committee in time and provide a written explanation to <u>the audit committee</u> the Board of Supervisors.</p> <p>The Board of Directors shall not directly appoint and dismiss the vice president and other members of senior management without the nomination by the president.</p>	

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<p>Article 171 The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings, and shall be convened and presided by the chairman.</p> <p>The Board of Directors shall notify the supervisors in advance of the Board meetings.</p> <p>The Board of Directors shall hold at least four (4) regular meetings annually. Notices of Board meetings shall be sent to all directors and supervisors in writing at least fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors and supervisors at least five (5) days before the meeting.</p>	<p>Article 171 The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings, and shall be convened and presided by the chairman.</p> <p>The Board of Directors shall notify the supervisors in advance of the Board meetings.</p> <p>The Board of Directors shall hold at least four (4) regular meetings annually. Notices of Board meetings shall be sent to all directors and supervisors in writing at least fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors and supervisors at least five (5) days before the meeting.</p>	
<p>Article 172 The chairman shall convene and preside over an extraordinary meeting within ten (10) days of receiving such a proposal under the following circumstances:</p> <p>(1) it is deemed necessary by the chairman;</p> <p>(2) it is proposed by more than one-third of the directors;</p> <p>(3) it is proposed by the Board of Supervisors;</p> <p>(4) it is proposed by more than two independent directors;</p> <p>(5) it is proposed by the proposing shareholders;</p> <p>(6) it is proposed by the president;</p> <p>(7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p>	<p>Article 172 The chairman shall convene and preside over an extraordinary meeting within ten (10) days of receiving such a proposal under the following circumstances:</p> <p>(1) it is deemed necessary by the chairman;</p> <p>(2) it is proposed by more than one-third of the directors;</p> <p>(3) it is proposed by the Board of Supervisors <u>the audit committee</u>;</p> <p>(4) it is proposed by more than two independent directors;</p> <p>(5) it is proposed by the proposing shareholders;</p> <p>(6) it is proposed by the president;</p> <p>(7) other circumstances as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and the Articles.</p>	

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<p>The notice of an extraordinary Board meeting shall be served on all directors and supervisors in writing five (5) days before the meeting, and the meeting documents shall be served on all directors three (3) days before the meeting.</p> <p>In case of emergency, the service of notices and meeting documents for an extraordinary Board meeting shall not be subject to the time-limit stated in the preceding paragraph, but shall be effectively served on the directors and supervisors before the meeting.</p>	<p>The notice of an extraordinary Board meeting shall be served on all directors and supervisors in writing five (5) days before the meeting, and the meeting documents shall be served on all directors three (3) days before the meeting.</p> <p>In case of emergency, the service of notices and meeting documents for an extraordinary Board meeting shall not be subject to the time-limit stated in the preceding paragraph, but shall be effectively served on the directors and supervisors before the meeting.</p>	
<p>Article 195 The Bank's Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors. The president, supervisors and the accountants of the accountants' firms engaged by the Bank, as well as other persons prohibited by the laws, administrative rules, departmental regulations and other regulatory documents to serve as secretary to the Board of Directors shall not serve as the secretary to the Board of Directors.</p> <p>If a director of the Bank concurrently serves as the secretary to the Board of Directors, if an action has to be taken by the director and the secretary to the Board of Directors respectively, the person serving concurrently as director and the secretary of the Board of Directors shall not take such action in both of their capacities.</p>	<p>Article 195 The Bank's Directors or members of senior management may concurrently serve as the secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties as the secretary to the Board of Directors. The president, supervisors and the accountants of the accountants' firms engaged by the Bank, as well as other persons prohibited by the laws, administrative rules, departmental regulations and other regulatory documents to serve as secretary to the Board of Directors shall not serve as the secretary to the Board of Directors.</p> <p>If a director of the Bank concurrently serves as the secretary to the Board of Directors, if an action has to be taken by the director and the secretary to the Board of Directors respectively, the person serving concurrently as director and the secretary of the Board of Directors shall not take such action in both of their capacities.</p>	

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<p>Article 197 The senior management shall abide by laws, regulations, regulatory requirements and the Articles, possess good professional ethics, observe high standards of professional ethics, assume obligations of fidelity and diligence to the Bank, perform their duties in good faith, and with due diligence and prudence, and guarantee sufficient time and energy to perform their duties; shall not be negligent in performing their duties or perform duties beyond their authority; and shall not seek business opportunities belonging to the Bank for themselves or other persons, accept benefits in relation to the transactions of the Bank, take part-time jobs in other economic organizations, but shall report to the Board of Directors and Board of Supervisors in a timely, complete and truthful manner, their connected relationships with other shareholders of the Bank.</p>	<p>Article 197 The senior management shall abide by laws, regulations, regulatory requirements and the Articles, possess good professional ethics, observe high standards of professional ethics, assume obligations of fidelity and diligence to the Bank, perform their duties in good faith, and with due diligence and prudence, and guarantee sufficient time and energy to perform their duties; shall not be negligent in performing their duties or perform duties beyond their authority; and shall not seek business opportunities belonging to the Bank for themselves or other persons, accept benefits in relation to the transactions of the Bank, take part-time jobs in other economic organizations, but shall report to the Board of Directors and Board of Supervisors<u>audit committee</u> in a timely, complete and truthful manner, their connected relationships with other shareholders of the Bank.</p>	
<p>Article 200 The senior management shall establish systems of reporting information to the Board of Directors and its Board committees as well as the Board of Supervisors and its committees, specifying the types, contents, timing and manner etc. of the information to be reported, ensuring that the directors and the supervisors can timely and accurately receive information of every description, and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank according to the requirements of the Board of Directors and in a timely, accurate and complete manner.</p>	<p>Article 200 The senior management shall establish systems of reporting information to the Board of Directors and its Board committees as well as the Board of Supervisors and its committees, specifying the types, contents, timing and manner etc. of the information to be reported, ensuring that the directors and the supervisors can timely and accurately receive information of every description, and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank according to the requirements of the Board of Directors and in a timely, accurate and complete manner.</p>	

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<p>Article 201 The senior management shall submit themselves to the supervision of the Board of Supervisors, regularly report to the Board of Supervisors on information regarding the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank, and shall not obstruct or hinder the inspection, audit or other activities carried out by the Board of Supervisors according to its functions and powers.</p> <p>The senior management carries out operation management activities in accordance with the Articles of the Bank and the authorization of the Board of Directors to ensure that the Bank's operations are consistent with the development strategies, risk preferences and other policies approved by the Board of Directors.</p>	<p>Article 201 The senior management shall submit themselves to the supervision of the Board of Supervisors<u>audit committee</u>, regularly report to the Board of Supervisors<u>audit committee</u> on information regarding the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank, and shall not obstruct or hinder the inspection, audit or other activities carried out by the Board of Supervisors<u>audit committee</u> according to its functions and powers.</p> <p>The senior management carries out operation management activities in accordance with the Articles of the Bank and the authorization of the Board of Directors to ensure that the Bank's operations are consistent with the development strategies, risk preferences and other policies approved by the Board of Directors.</p>	
<p>Article 202 The operational management activities of the Bank conducted legally by the senior management within their scope of authority shall not be intervened. The senior management shall have the right to request the Board of Supervisors to raise objections to the Board of Directors' acts of intervention in the operational management activities, and report to the banking regulatory authority.</p>	<p>Article 202 The operational management activities of the Bank conducted legally by the senior management within their scope of authority shall not be intervened. The senior management shall have the right to request the Board of Supervisors<u>audit committee</u> to raise objections to the Board of Directors' acts of intervention in the operational management activities, and report to the banking regulatory authority.</p>	

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<p>Article 208 The president shall be accountable to the Board of Directors and shall perform the following functions and powers:</p> <p>(1) take charge of the daily operation and management of the Bank, organise the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(2) submit annual business plans and investment proposals to the Board of Directors and organize the implementation upon approval by the Board of Directors;</p> <p>(3) draft proposals on the establishment of the Bank's internal management entities;</p> <p>(4) draft the Bank's basic management system;</p> <p>(5) formulate the Bank's specific regulations;</p> <p>(6) propose to the Board of Directors to engage or dismiss the vice presidents and other members of senior management affirmed by the regulatory authority;</p>	<p>Article 208 The president shall be accountable to the Board of Directors and shall perform the following functions and powers:</p> <p>(1) take charge of the daily operation and management of the Bank, organise the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(2) submit annual business plans and investment proposals to the Board of Directors and organize the implementation upon approval by the Board of Directors;</p> <p>(3) draft proposals on the establishment of the Bank's internal management entities;</p> <p>(4) draft the Bank's basic management system;</p> <p>(5) formulate the Bank's specific regulations;</p> <p>(6) propose to the Board of Directors to engage or dismiss the vice presidents and other members of senior management affirmed by the regulatory authority;</p>	

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<p>(7) engage or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors;</p> <p>(8) authorize members of senior management of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(9) draw up the Bank's proposals on annual financial budgets and final accounts, the Bank's profit distribution proposal, tax loss carry forward proposal, plans for increase or reduction of registered capital, issue and listing of bonds or negotiable securities, and put forward the proposals to the Board of Directors;</p> <p>(10) review and approve general related party transactions;</p> <p>(11) decide on the appointment and dismissal of the Bank's staff, and approve proposals on wages, benefits, rewards and punishment;</p>	<p>(7) engage or dismiss persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors;</p> <p>(8) authorize members of senior management of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(9) draw up the Bank's proposals on annual financial budgets and final accounts, the Bank's profit distribution proposal, tax loss carry forward proposal, plans for increase or reduction of registered capital, issue and listing of bonds or negotiable securities, and put forward the proposals to the Board of Directors;</p> <p>(10) review and approve general related party transactions;</p> <p>(11) decide on the appointment and dismissal of the Bank's staff, and approve proposals on wages, benefits, rewards and punishment;</p>	

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<p>(12) formulate plans on emergency treatment and risk prevention; adopt emergency measures when any major emergency arises and promptly report them to the Board of Directors, the Board of Supervisors and the banking regulatory authority; and</p> <p>(13) other powers and rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, the Articles and by the Board of Directors.</p>	<p>(12) formulate plans on emergency treatment and risk prevention; adopt emergency measures when any major emergency arises and promptly report them to the Board of Directors, the Board of Supervisors <u>audit committee</u> and the banking regulatory authority; and</p> <p>(13) other powers and rights conferred by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities, the Articles and by the Board of Directors.</p>	

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<p>Article 209 The president shall formulate the “Terms of Reference of the President” and implement such rules after being approved by the Board of Directors.</p> <p>The Terms of Reference of the president shall include the following:</p> <p>(1) conditions and procedures for convening a presidential meeting and the participating personnel;</p> <p>(2) specific duties and division of work of the president, vice presidents and other members of senior management;</p> <p>(3) use of funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors and the Board of Supervisors; and</p> <p>(4) other matters which are deemed necessary by the Board of Directors.</p>	<p>Article 209 The president shall formulate the “Terms of Reference of the President” and implement such rules after being approved by the Board of Directors.</p> <p>The Terms of Reference of the president shall include the following:</p> <p>(1) conditions and procedures for convening a presidential meeting and the participating personnel;</p> <p>(2) specific duties and division of work of the president, vice presidents and other members of senior management;</p> <p>(3) use of funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors and the Board of Supervisors <u>audit committee</u>; and</p> <p>(4) other matters which are deemed necessary by the Board of Directors.</p>	

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CHAPTER 9 BOARD OF SUPERVISORS	CHAPTER 9 BOARD OF SUPERVISORS <u>(The entire chapter is deleted)</u>	
	CHAPTER 109 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, AND SENIOR MANAGEMENT	
Article 270 The qualifications for the positions of directors, supervisors and members of senior management of the Bank shall meet the requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles. In accordance with aforementioned requirements, the qualifications of the directors and members of senior management shall be verified by the banking regulatory authority.	Article 216 The qualifications for the positions of directors, supervisors and members of senior management of the Bank shall meet the requirements stipulated by the laws, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities and the Articles. In accordance with aforementioned requirements, the qualifications of the directors and members of senior management shall be verified by the banking regulatory authority.	

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<p>Article 271 No person shall hold the position of director, supervisor or member of senior management of the Bank in one of the following circumstances, even if he/she otherwise holds appropriate qualifications for the position of director (including independent director), supervisor and member of senior management as specified in the Articles:</p> <p>(1) the person without or with limited capacity for civil conduct;</p> <p>(2) the person who has been penalized or sentenced due for corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five (5) years has not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p> <p>(3) director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) years has not elapsed from which the liquidation of the company or enterprise was completed;</p>	<p>Article 217 No person shall hold the position of director,supervisor or member of senior management of the Bank in one of the following circumstances, even if he/she otherwise holds appropriate qualifications for the position of director (including independent director),supervisor and member of senior management as specified in the Articles:</p> <p>(1) the person without or with limited capacity for civil conduct;</p> <p>(2) the person who has been penalized or sentenced due for corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five (5) years has not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p> <p>(3) director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) years has not elapsed from which the liquidation of the company or enterprise was completed;</p>	

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(4) legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three (3) years has not elapsed from which the business license of the company or enterprise was revoked;	(4) legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three (3) years has not elapsed from which the business license of the company or enterprise was revoked;	
(5) the person with relatively large amounts of due and outstanding debt;	(5) the person with relatively large amounts of due and outstanding debt;	
(6) the person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;	(6) the person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;	
(7) the person banned from holding leadership positions as stipulated by laws and administrative regulations;	(7) the person banned from holding leadership positions as stipulated by laws and administrative regulations;	
(8) non-natural person;	(8) non-natural person;	

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<p>(9) the person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling; and</p> <p>(10) other persons who are prohibited from holding leadership positions as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities or the Articles.</p> <p>The election, appointment or employment of directors, supervisors and members of senior management in violation of the Articles shall be void. In the event that any circumstance above occurs during a director, supervisor or member of senior management's term of office, that person shall be dismissed.</p>	<p>(9) the person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling; and</p> <p>(10) other persons who are prohibited from holding leadership positions as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities or the Articles.</p> <p>The election, appointment or employment of directors,supervisors and members of senior management in violation of the Articles shall be void. In the event that any circumstance above occurs during a director,supervisor or member of senior management's term of office, that person shall be dismissed.</p>	

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<p>Article 273 In addition to the obligations stipulated by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles, in exercising their duties and functions, the directors, supervisors, and members of senior management of the Bank shall also owe the following obligations to each and every shareholder:</p> <p>(1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license;</p> <p>(2) to act in good faith and in the best interests of the Bank;</p> <p>(3) not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; and</p> <p>(4) not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders' general meeting in accordance with the Articles.</p>	<p>Article 219 In addition to the obligations stipulated by the laws, administrative regulations, the regulations of the relevant regulatory authorities and the Articles, in exercising their duties and functions, the directors, supervisors, and members of senior management of the Bank shall also owe the following obligations to each and every shareholder:</p> <p>(1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license;</p> <p>(2) to act in good faith and in the best interests of the Bank;</p> <p>(3) not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; and</p> <p>(4) not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders' general meeting in accordance with the Articles.</p>	
<p>Article 274 The directors, supervisors, and the members of senior management of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.</p>	<p>Article 220 The directors, supervisors, and the members of senior management of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.</p>	

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<p>Article 275 The directors, supervisors, and members of senior management of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations:</p> <p>(1) to act in good faith and in the best interests of the Bank;</p> <p>(2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(3) to exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or through the informed consent of shareholders in a shareholders' general meeting;</p> <p>(4) to treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging to different classes;</p>	<p>Article 221 The directors, supervisors, and members of senior management of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations:</p> <p>(1) to act in good faith and in the best interests of the Bank;</p> <p>(2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(3) to exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or through the informed consent of shareholders in a shareholders' general meeting;</p> <p>(4) to treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging to different classes;</p>	

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(5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles or if there is informed consent from shareholders through a shareholders' general meeting;	(5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles or if there is informed consent from shareholders through a shareholders' general meeting;	
(6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting;	(6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting;	
(7) not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;	(7) not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;	
(8) not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;	(8) not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;	

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(9) to comply with the Articles, perform their duties faithfully and to safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;	(9) to comply with the Articles, perform their duties faithfully and to safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;	
(10) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;	(10) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;	
(11) not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others; and	(11) not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others; and	

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<p>(12) not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant regulatory authorities if the disclosure is:</p> <ol style="list-style-type: none"> 1. in accordance with the law; 2. in the public interest; or 3. required for the own interests of directors, supervisors, and members of senior management. 	<p>(12) not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant regulatory authorities if the disclosure is:</p> <ol style="list-style-type: none"> 1. in accordance with the law; 2. in the public interest; or 3. required for the own interests of directors; supervisors, and members of senior management. 	

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<p>Article 276 The directors, supervisors, and members of senior management of the Bank shall not direct the following persons or institutions (“related persons”) to take any acts which the directors, supervisors, and members of senior management are themselves prohibited from taking:</p> <p>(1) the spouse or underage children of the directors, supervisors, and members of senior management of the Bank;</p> <p>(2) a trustee of any of the directors, supervisors, and members of senior management of the Bank or a trustee of the persons referred to in item (1) of this Article;</p> <p>(3) a partner of the directors, supervisors, or other member of senior management of the Bank or a partner of the persons referred to in items (1) and (2) of this Article;</p> <p>(4) a company which is under the <i>de facto</i> control of the directors, supervisors, and members of senior management of the Bank, or a company which is under the <i>de facto</i> joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors, supervisors, and members of senior management of the Bank; and</p> <p>(5) the directors, supervisors, managers and members of senior management of the companies referred to in item (4) of this Article.</p>	<p>Article 222 The directors,supervisors, and members of senior management of the Bank shall not direct the following persons or institutions (“related persons”) to take any acts which the directors,supervisors, and members of senior management are themselves prohibited from taking:</p> <p>(1) the spouse or underage children of the directors,supervisors, and members of senior management of the Bank;</p> <p>(2) a trustee of any of the directors;supervisors, and members of senior management of the Bank or a trustee of the persons referred to in item (1) of this Article;</p> <p>(3) a partner of the directors;supervisors, or other member of senior management of the Bank or a partner of the persons referred to in items (1) and (2) of this Article;</p> <p>(4) a company which is under the <i>de facto</i> control of the directors;supervisors, and members of senior management of the Bank, or a company which is under the <i>de facto</i> joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors,supervisors, and members of senior management of the Bank; and</p> <p>(5) the directors, supervisors, managers and members of senior management of the companies referred to in item (4) of this Article.</p>	

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<p>Article 277 The fiduciary duties owed by the directors, supervisors, and members of senior management of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.</p>	<p>Article 223 The fiduciary duties owed by the directors,supervisors, and members of senior management of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.</p>	
<p>Article 279 The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor, and member of senior management of the Bank who has violated any obligations, unless the circumstances specified in Article 63 apply.</p>	<p>Article 225 The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director; supervisor, and member of senior management of the Bank who has violated any obligations, unless the circumstances specified in Article 63 apply.</p>	

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<p>Article 280 The directors, any of its associates (as defined under the Stock Exchange Listing Rules), supervisors, or members of senior management of the Bank have direct or indirect have material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors, and members of senior management), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.</p> <p>Unless the directors, supervisors, and members of senior management of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors, and members of senior management are in breach of their obligations.</p> <p>If the related persons of a director, supervisor, or member of senior management of the Bank has any conflict of interests with any contracts, transactions or arrangements, the director, supervisor and member of senior management shall be deemed to have a conflict of interests as well.</p>	<p>Article 226 The directors, any of its associates (as defined under the Stock Exchange Listing Rules), supervisors, or members of senior management of the Bank have direct or indirect have material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors, and members of senior management), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.</p> <p>Unless the directors, supervisors, and members of senior management of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors, and members of senior management are in breach of their obligations.</p> <p>If the related persons of a director, supervisor, or member of senior management of the Bank has any conflict of interests with any contracts, transactions or arrangements, the director, supervisor and member of senior management shall be deemed to have a conflict of interests as well.</p>	

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<p>Article 281 If the Bank considers entering into contracts, transactions or arrangements for the first time, and the interested directors, supervisors, and members of senior management of the Bank have provided a written notice to the Board of Directors and Board of Supervisors stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor, and member of senior management concerned shall be deemed to have made the disclosure as required in the preceding article of this chapter to the extent as set out in the notice.</p>	<p>Article 227 If the Bank considers entering into contracts, transactions or arrangements for the first time, and the interested directors, supervisors, and members of senior management of the Bank have provided a written notice to the Board of Directors and Board of Supervisors audit committee stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor, and member of senior management concerned shall be deemed to have made the disclosure as required in the preceding article of this chapter to the extent as set out in the notice.</p>	
<p>Article 282 The Bank shall not in any way pay taxes for the directors, supervisors, and members of senior management of the Bank.</p>	<p>Article 228 The Bank shall not in any way pay taxes for the directors; supervisors, and members of senior management of the Bank.</p>	
<p>Article 283 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors, and members of senior management of the Bank and of its holding company, nor shall the Bank provide the same to their related persons.</p> <p>The preceding paragraph shall not apply in the following circumstances:</p> <p>(1) loans or loan guarantees provided by the Bank to its subsidiary banks;</p>	<p>Article 229 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors, and members of senior management of the Bank and of its holding company, nor shall the Bank provide the same to their related persons.</p> <p>The preceding paragraph shall not apply in the following circumstances:</p> <p>(1) loans or loan guarantees provided by the Bank to its subsidiary banks;</p>	

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<p>(2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors, president, or other members of senior management of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities; and</p> <p>(3) loans and loan guarantees provided by the Bank to the relevant directors, supervisors, and members of senior management of the Bank and their related persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p>	<p>(2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors, president, or other members of senior management of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities; and</p> <p>(3) loans and loan guarantees provided by the Bank to the relevant directors, supervisors, and members of senior management of the Bank and their related persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p>	

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<p>Article 284 If the Bank provides a loan in breach of the provisions of the preceding article, regardless of the terms of the loan the person who has received the loan shall repay it immediately.</p> <p>Any loan guarantee provided by the Bank in violation of the first paragraph of the foregoing Article shall not be enforceable against the Bank, with the exception of the following circumstances:</p> <p>(1) where a loan has been provided to the Bank or the related persons of the Bank's parent company's directors, supervisors, and members of senior management and the provider of the loan is unaware of the violation; and</p> <p>(2) the security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.</p>	<p>Article 230 If the Bank provides a loan in breach of the provisions of the preceding article, regardless of the terms of the loan the person who has received the loan shall repay it immediately.</p> <p>Any loan guarantee provided by the Bank in violation of the first paragraph of the foregoing Article shall not be enforceable against the Bank, with the exception of the following circumstances:</p> <p>(1) where a loan has been provided to the Bank or the related persons of the Bank's parent company's directors, supervisors, and members of senior management and the provider of the loan is unaware of the violation; and</p> <p>(2) the security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.</p>	
<p>Article 286 When the directors, supervisors, and members of senior management of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures:</p> <p>(1) to require the directors, supervisors, and members of senior management concerned to compensate the Bank for the losses caused by their dereliction of duties;</p>	<p>Article 232 When the directors, supervisors, and members of senior management of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures:</p> <p>(1) to require the directors, supervisors, and members of senior management concerned to compensate the Bank for the losses caused by their dereliction of duties;</p>	

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(2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors, and other members of senior management concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors, and members of senior management of the Bank are in breach of their obligations);	(2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors, and other members of senior management concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors, and members of senior management of the Bank are in breach of their obligations);	
(3) to require the directors, supervisors, and members of senior management concerned to hand over any benefits which have been obtained from their breach of obligations;	(3) to require the directors, supervisors, and members of senior management concerned to hand over any benefits which have been obtained from their breach of obligations;	
(4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors, and members of senior management concerned; and	(4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors, and members of senior management concerned; and	
(5) to request the directors, supervisors, and members of senior management concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.	(5) to request the directors, supervisors, and members of senior management concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.	

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<p>Article 287 The Bank shall enter into written contracts with the directors and the supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the directors, supervisors or members of senior management of the Bank;</p> <p>(2) remuneration for the directors, supervisors or members of senior management of the subsidiary banks of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary banks; and</p> <p>(4) compensation to directors or supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank and claim benefits due to them for the foregoing matters.</p>	<p>Article 233 The Bank shall enter into written contracts with the directors and the supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the directors; supervisors or members of senior management of the Bank;</p> <p>(2) remuneration for the directors; supervisors or members of senior management of the subsidiary banks of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary banks; and</p> <p>(4) compensation to directors or supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank and claim benefits due to them for the foregoing matters.</p>	

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<p>Article 288 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The "acquisition of the Bank" previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders; or</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	<p>Article 234 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The "acquisition of the Bank" previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders; or</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	
<p>Article 289 The Bank shall establish a work performance evaluation system for those in the Board of Directors and the Board of Supervisors, specifying the work performance standards for the directors and the supervisors and establishing and maintaining the records detailing the extent to which the directors and the supervisors have performed their duties and the evaluation of performance of duties.</p>	<p>Article 235 The Bank shall establish a work performance evaluation system for those in the Board of Directors and the Board of Supervisors, specifying the work performance standards for the directors and the supervisors and establishing and maintaining the records detailing the extent to which the directors and the supervisors have performed their duties and the evaluation of performance of duties.</p>	

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<p>Article 290 The work performance evaluation system for the directors and supervisors shall involve different kinds of evaluation, such as self-evaluation, evaluation by the Board of Directors, evaluation by the Board of Supervisors and external evaluation.</p> <p>The Board of Supervisors is responsible for conducting a comprehensive work performance evaluation of the directors and supervisors of the Bank, and shall report the final evaluation results to the banking regulatory authority and circulate the results and a notice at the shareholders' general meeting.</p>	<p>Article 236 The work performance evaluation system for the directors and supervisors shall involve different kinds of evaluation, such as self-evaluation, evaluation by the Board of Directors; evaluation by the Board of Supervisors and external evaluation.</p> <p>The Board of Supervisors <u>audit committee</u> is responsible for conducting a comprehensive work performance evaluation of the directors and supervisors of the Bank, and shall report the final evaluation results to the banking regulatory authority and circulate the results and a notice at the shareholders' general meeting.</p>	
<p>Article 292 The Board of Supervisors shall establish the work performance evaluation system of the members of senior management, specifying details such as the content, standards and form etc. of the evaluation. The Board of Supervisors shall report the evaluation results and basis of evaluation of the members of senior management to the banking regulatory authority and circulate the results at the shareholders' general meeting.</p>	<p>Article 238 The Board of Supervisors <u>audit committee</u> shall establish the work performance evaluation system of the members of senior management, specifying details such as the content, standards and form etc. of the evaluation. The Board of Supervisors <u>audit committee</u> shall report the evaluation results and basis of evaluation of the members of senior management to the banking regulatory authority and circulate the results at the shareholders' general meeting.</p>	
<p>Article 293 The directors and supervisors shall not participate in the decision-making process of their work performance evaluation and remuneration (other than completing their self-evaluation).</p>	<p>Article 239 The directors and supervisors shall not participate in the decision-making process of their work performance evaluation and remuneration (other than completing their self-evaluation).</p>	
<p>Article 294 Subject to the approval through the shareholders' general meeting, the Bank may set up professional liability insurance or a risk fund system for the directors, supervisors and members of senior management.</p>	<p>Article 240 Subject to the approval through the shareholders' general meeting, the Bank may set up professional liability insurance or a risk fund system for the directors; supervisors and members of senior management.</p>	

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<p>Article 296 According to the requirements of the Constitution of the Communist Party, as approved by the superior Party organization, the Party Committee of the Bank shall consist of seven (7) to eleven (11) members, including one (1) secretary and two (2) deputy secretaries (including one (1) deputy secretary with specific duty). Members of the Party Committee of the Bank are elected at the congress for a term of five (5) years.</p> <p>1. Secretary of the Party Committee and chairman of the Board of Directors shall be the same individual and Party member president shall also serve as the deputy secretary of the Party Committee.</p> <p>2. Eligible members of the leading group of the Party Committee of the Bank can join the Board of Directors, Board of Supervisors, and Senior Management through statutory procedures, while eligible Party members of the Board of Directors, Board of Supervisors, and Senior Management can also join the Party Committee of the Bank in accordance with relevant regulations and procedures.</p>	<p>Article 242 According to the requirements of the Constitution of the Communist Party, as approved by the superior Party organization, the Party Committee of the Bank shall consist of seven (7) to eleven (11) members, including one (1) secretary and two (2) deputy secretaries (including one (1) deputy secretary with specific duty). Members of the Party Committee of the Bank are elected at the congress for a term of five (5) years.</p> <p>1. Secretary of the Party Committee and chairman of the Board of Directors shall be the same individual and Party member president shall also serve as the deputy secretary of the Party Committee.</p> <p>2. Eligible members of the leading group of the Party Committee of the Bank can join the Board of Directors, Board of Supervisors, and Senior Management through statutory procedures, while eligible Party members of the Board of Directors, Board of Supervisors, and Senior Management can also join the Party Committee of the Bank in accordance with relevant regulations and procedures.</p>	
<p>Article 313 The Bank shall establish direct channels of communication to enable its staff to communicate with the Board of Directors, the Board of Supervisors and the members of senior management such that the staff can raise their opinions on the Bank's operational and financial conditions, as well as the major policy decisions involving their interests.</p>	<p>Article 259 The Bank shall establish direct channels of communication to enable its staff to communicate with the Board of Directors, the Board of Supervisors <u>audit committee</u> and the members of senior management such that the staff can raise their opinions on the Bank's operational and financial conditions, as well as the major policy decisions involving their interests.</p>	

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<p>Article 336 The audit results of the Bank's financial reports, issued by the accounting firms engaged by the Bank, shall be reported to the Board of Directors and the Board of Supervisors at the same time. The Bank shall, upon receipt of the audit reports and management proposals issued by the accounting firms, timely submit copies to the banking regulatory authority.</p>	<p>Article 282 The audit results of the Bank's financial reports, issued by the accounting firms engaged by the Bank, shall be reported to the Board of Directors and the Board of Supervisors audit committee at the same time. The Bank shall, upon receipt of the audit reports and management proposals issued by the accounting firms, timely submit copies to the banking regulatory authority.</p>	
<p>Article 340 The notices stated in the Articles shall be given in 1 or more of the following ways:</p> <p>(1) by hand;</p> <p>(2) by prepaid mail;</p> <p>(3) by fax or e-mail;</p> <p>(4) by way of an announcement made in the press or other designated media;</p> <p>(5) subject to compliance with the laws, administrative regulations, departmental rules, normative documents and the relevant rules of the securities regulatory authorities, and the provisions under the Articles, by way of posting on the websites of the Bank and the Hong Kong Stock Exchange;</p> <p>(6) by such ways as agreed in advance between the Bank and the party to be notified or any other way which is recognized by the party to be notified after having received such notice; and</p>	<p>Article 286 The notices stated in the Articles shall be given in 1 or more of the following ways:</p> <p>(1) by hand;</p> <p>(2) by prepaid mail;</p> <p>(3) by fax or e-mail;</p> <p>(4) by way of an announcement made in the press or other designated media;</p> <p>(5) subject to compliance with the laws, administrative regulations, departmental rules, normative documents and the relevant rules of the securities regulatory authorities, and the provisions under the Articles, by way of posting on the websites of the Bank and the Hong Kong Stock Exchange;</p> <p>(6) by such ways as agreed in advance between the Bank and the party to be notified or any other way which is recognized by the party to be notified after having received such notice; and</p>	

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<p>(7) other ways which are recognized by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed or stipulated in the Articles.</p> <p>The notice of convening of a meeting of the Board of Directors/Supervisors shall be issued in any of the following ways: by hand, by fax, by mail/post, by e-mail.</p> <p>Even where the Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communication, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communication by the means specified in item (5) of the first paragraph in the Articles, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communication above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, include but are not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' general meetings, circulars and other communication.</p>	<p>(7) other ways which are recognized by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed or stipulated in the Articles.</p> <p>The notice of convening of a meeting of the Board of Directors/Supervisors shall be issued in any of the following ways: by hand, by fax, by mail/post, by e-mail.</p> <p>Even where the Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communication, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communication by the means specified in item (5) of the first paragraph in the Articles, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communication above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, include but are not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' general meetings, circulars and other communication.</p>	

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<p>Article 368 The Bank shall abide by the following rules for dispute resolution:</p> <p>(1) If any disputes or claims in relation to the Bank’s business, with respect to any rights or obligations under the Articles, Company Law or any other relevant laws and administrative regulations, arise between shareholders of overseas-listed shares and the Bank, between shareholders of overseas-listed foreign shares and the Bank’s directors, supervisors or members of senior management of the Bank, or between shareholders of overseas-listed foreign shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration.</p> <p>When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank’s shareholders, directors, supervisors or members of senior management of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</p> <p>Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p>	<p>Article 314 The Bank shall abide by the following rules for dispute resolution:</p> <p>(1) If any disputes or claims in relation to the Bank’s business, with respect to any rights or obligations under the Articles, Company Law or any other relevant laws and administrative regulations, arise between shareholders of overseas-listed shares and the Bank, between shareholders of overseas-listed foreign shares and the Bank’s directors, supervisors or members of senior management of the Bank, or between shareholders of overseas-listed foreign shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration.</p> <p>When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank’s shareholders, directors, supervisors or members of senior management of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</p> <p>Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</p>	

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<p>(2) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.</p> <p>If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents, the laws of the PRC shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.</p> <p>(4) The award of the arbitration institution shall be final and binding on all parties.</p>	<p>(2) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.</p> <p>If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) Unless otherwise provided by the laws, administrative regulations, departmental rules or regulatory documents, the laws of the PRC shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.</p> <p>(4) The award of the arbitration institution shall be final and binding on all parties.</p>	

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<p>Article 373 Preference shareholders of the Bank shall enjoy the following rights:</p> <p>(1) to receive distribution of dividends in priority to ordinary shareholders;</p> <p>(2) to receive distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders;</p> <p>(3) upon the occurrence of the circumstances provided in Article 375, to attend and vote at shareholders' general meetings;</p> <p>(4) upon the occurrence of the circumstances provided in Article 376, to have its voting rights restored in accordance with the requirements of that Article;</p> <p>(5) to make proposals or inquiries in relation to the business operations and activities of the Bank;</p> <p>(6) to inspect the Bank's Articles, register of shareholders, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors and financial reports; and</p> <p>(7) other rights conferred to preference shareholders by laws, administrative regulations, department rules and these Articles.</p>	<p>Article 319 Preference shareholders of the Bank shall enjoy the following rights:</p> <p>(1) to receive distribution of dividends in priority to ordinary shareholders;</p> <p>(2) to receive distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders;</p> <p>(3) upon the occurrence of the circumstances provided in Article 375, to attend and vote at shareholders' general meetings;</p> <p>(4) upon the occurrence of the circumstances provided in Article 376, to have its voting rights restored in accordance with the requirements of that Article;</p> <p>(5) to make proposals or inquiries in relation to the business operations and activities of the Bank;</p> <p>(6) to inspect the Bank's Articles, register of shareholders, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors <u>audit committee</u> and financial reports; and</p> <p>(7) other rights conferred to preference shareholders by laws, administrative regulations, department rules and these Articles.</p>	

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<p>Article 374 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following:</p> <p>(1) a request to convene an extraordinary general meeting of shareholders;</p> <p>(2) a request to convene and preside over a general meeting of shareholders;</p> <p>(3) a request to submit an proposal or an interim proposal to a general meeting of shareholders;</p> <p>(4) a request to nominate the directors and supervisors who are not staff representatives of the Bank;</p> <p>(5) identifying controlling shareholder(s) according to the relevant provisions of these Articles;</p> <p>(6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Articles;</p> <p>(7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; and</p> <p>(8) other circumstances provided under laws, administrative regulations, departmental regulations and these Articles.</p>	<p>Article 320 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following:</p> <p>(1) a request to convene an extraordinary general meeting of shareholders;</p> <p>(2) a request to convene and preside over a general meeting of shareholders;</p> <p>(3) a request to submit an proposal or an interim proposal to a general meeting of shareholders;</p> <p>(4) a request to nominate the directors and supervisors who are not staff representatives of the Bank;</p> <p>(5) identifying controlling shareholder(s) according to the relevant provisions of these Articles;</p> <p>(6) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Articles;</p> <p>(7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; and</p> <p>(8) other circumstances provided under laws, administrative regulations, departmental regulations and these Articles.</p>	

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<p>Article 379 Interpretation</p> <p>(1) The “controlling shareholder(s) of the Bank” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect more than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than thirty percent of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than thirty percent of total voting shares of the Bank when acting alone or in concert with others; or</p> <p>(iv) the person may <i>de facto</i> control the Bank in any other manner when acting alone or in concert with others.</p>	<p>Article 325 Interpretation</p> <p>(1) The “controlling shareholder(s) of the Bank” herein shall refer to the person(s) satisfying any of the following conditions:</p> <p>(i) the person may elect more than half of the directors when acting alone or in concert with others;</p> <p>(ii) the person may exercise or control the exercise of more than thirty percent of the total voting shares of the Bank when acting alone or in concert with others;</p> <p>(iii) the person holds more than thirty percent of total voting shares of the Bank when acting alone or in concert with others; or</p> <p>(iv) the person may <i>de facto</i> control the Bank in any other manner when acting alone or in concert with others.</p>	

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<p>The term “acting in concert” herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>(2) “<i>De facto</i> controller of the Bank” herein means a person who, though not a shareholder of the Bank, is able to get the <i>de facto</i> control of the Bank through investment relationships, agreement or other arrangements.</p>	<p>The term “acting in concert” herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation).</p> <p>(2) “<i>De facto</i> controller of the Bank” herein means a person who, though not a shareholder of the Bank, is able to get the <i>de facto</i> control of the Bank through investment relationships, agreement or other arrangements.</p>	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>(3) “Majority shareholders” herein means a shareholder who satisfies one of the following conditions:</p> <p>(i) holding more than 10% of the shares of the Bank;</p> <p>(ii) one who actually holds the largest number of shares in the Bank, with a shareholding ratio of not less than 5% (including shareholders holding the same number of shares);</p> <p>(iii) nominating more than two (2) directors;</p> <p>(iv) having a controlling influence on the operation and management of the Bank in the view of the Board of Directors of the Bank;</p> <p>(v) other circumstances as determined by the banking regulatory authority of the State Council or its local offices.</p> <p>The shareholding ratio of shareholders and their related parties and persons acting in concert shall be calculated on a consolidated basis. If the aggregate shareholding percentage meets the above requirements, the relevant shareholders shall be treated as the majority shareholders.</p>	<p>(3) “Majority shareholders” herein means a shareholder who satisfies one of the following conditions:</p> <p>(i) holding more than 10% of the shares of the Bank;</p> <p>(ii) one who actually holds the largest number of shares in the Bank, with a shareholding ratio of not less than 5% (including shareholders holding the same number of shares);</p> <p>(iii) nominating more than two (2) directors;</p> <p>(iv) having a controlling influence on the operation and management of the Bank in the view of the Board of Directors of the Bank;</p> <p>(v) other circumstances as determined by the banking regulatory authority of the State Council or its local offices.</p> <p>The shareholding ratio of shareholders and their related parties and persons acting in concert shall be calculated on a consolidated basis. If the aggregate shareholding percentage meets the above requirements, the relevant shareholders shall be treated as the majority shareholders.</p>	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>(4) “Substantial shareholders” herein means the shareholder who can directly, indirectly, or jointly hold or control five percent or more of the shares or voting rights of the Bank, or shareholders who hold less than five percent of the total capital or total shares, but exert a significant impact on the operation and management of the Bank.</p> <p>The “significant impact” in the preceding paragraph includes but is not limited to appointing directors, supervisors or senior management to the Bank, affecting through agreements or in other ways, the decision making of finance, operation and management of the Bank, and other circumstances affirmed by the CBRC or its delegated authority.</p> <p>(5) “Executive director” herein means a director holding other senior operation and management positions in addition to holding directorship of the Bank; “non-executive director” means a director of the Bank who does not hold a senior operation and management position; “Independent Director” means a director who does not hold other positions in the Bank other than a directorship and who has no relationship with the Bank, its shareholders, or de facto controllers that may affect their independent and objective judgment.</p>	<p>(4) “Substantial shareholders” herein means the shareholder who can directly, indirectly, or jointly hold or control five percent or more of the shares or voting rights of the Bank, or shareholders who hold less than five percent of the total capital or total shares, but exert a significant impact on the operation and management of the Bank.</p> <p>The “significant impact” in the preceding paragraph includes but is not limited to appointing directors; supervisors or senior management to the Bank, affecting through agreements or in other ways, the decision making of finance, operation and management of the Bank, and other circumstances affirmed by the CBRC or its delegated authority.</p> <p>(5) “Executive director” herein means a director holding other senior operation and management positions in addition to holding directorship of the Bank; “non-executive director” means a director of the Bank who does not hold a senior operation and management position; “Independent Director” means a director who does not hold other positions in the Bank other than a directorship and who has no relationship with the Bank, its shareholders, or de facto controllers that may affect their independent and objective judgment.</p>	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
(6) “Cumulative voting system” herein means at the shareholders’ general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders’ voting rights may be exercised collectively.	(6) “Cumulative voting system” herein means at the shareholders’ general meeting where director(s) or supervisor(s) is/are elected, each share shall have the same number of voting rights as the number of director(s) or supervisor(s) to be elected. Shareholders’ voting rights may be exercised collectively.	
(7) In the Articles, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the president.	(7) In the Articles, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the president.	
(8) The term “physical meeting” in the Articles refers to a meeting held by means of on- site, video, telephone, etc., which ensures immediate communication and discussion among participants; and “circulating written resolution” in the Articles refers to a meeting convened by separate delivery or circulation of resolutions for consideration.	(8) The term “physical meeting” in the Articles refers to a meeting held by means of on- site, video, telephone, etc., which ensures immediate communication and discussion among participants; and “circulating written resolution” in the Articles refers to a meeting convened by separate delivery or circulation of resolutions for consideration.	

**APPENDIX I COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON ABOLISHMENT OF THE BOARD OF SUPERVISORS AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLES	AMENDED ARTICLES	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
(9) The term “banking business” in the Articles refers to taking deposits from the public; making short-term, medium-term and long-term loans; handling domestic and overseas payment settlements; handling bill acceptance and discounting; issuing financial bonds; acting as an agent to issue, honor and underwrite government bonds; trading government bonds and financial bonds; engaging in inter-bank borrowing and lending; engaging in foreign exchange trading as a principal or as an agent; engaging in bank card business; providing letters of credit and guarantee services; collecting and making payment as an agent and acting as an insurance agent; providing safe deposit box services; other businesses approved by the banking regulatory authorities of the State Council.	(9) The term “banking business” in the Articles refers to taking deposits from the public; making short-term, medium-term and long-term loans; handling domestic and overseas payment settlements; handling bill acceptance and discounting; issuing financial bonds; acting as an agent to issue, honor and underwrite government bonds; trading government bonds and financial bonds; engaging in inter-bank borrowing and lending; engaging in foreign exchange trading as a principal or as an agent; engaging in bank card business; providing letters of credit and guarantee services; collecting and making payment as an agent and acting as an insurance agent; providing safe deposit box services; other businesses approved by the banking regulatory authorities of the State Council.	

Note: Due to addition or deletion of certain sections and articles in respect of these amendments, the numbering of sections and articles of the Articles of Association will be adjusted accordingly. The amended Articles of Association will also be revised accordingly for any changes in the numbering of the sections and articles with crossreference made in the original Articles of Association.

**APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONCERNING
DIVIDEND DISTRIBUTION POLICY) (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

**COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF HUISHANG BANK CORPORATION LIMITED**

CURRENT ARTICLE	AMENDED ARTICLE	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>Article 323 The after-tax profits of the Bank for the year shall be distributed in the following order of priority:</p> <p>(1) to make up for the losses of previous years;</p> <p>(2) to set aside 10% to statutory reserve funds;</p> <p>(3) to set aside general reserves;</p> <p>(4) to pay dividends on preference shares;</p> <p>(5) to set aside discretionary reserve funds; and</p> <p>(6) to divide profits and pay dividends to ordinary shareholders in proportion to their shareholdings.</p> <p>No further contribution may be required when the accumulated amount of the statutory reserve funds of the Bank reaches 50% of its registered capital. The shareholders' general meeting shall decide on whether to set aside discretionary reserve funds after setting aside statutory reserve funds and general reserves and payment of dividends on preference shares. The Bank shall not distribute profits to shareholders before making up losses and setting aside statutory reserve funds and general reserves.</p>	<p>Article 323 The after-tax profits of the Bank for the year shall be distributed in the following order of priority:</p> <p>(1) to make up for the losses of previous years;</p> <p>(2) to set aside 10% to statutory reserve funds;</p> <p>(3) to set aside general reserves;</p> <p>(4) to pay dividends on preference shares;</p> <p>(5) to set aside discretionary reserve funds; and</p> <p>(6) to divide profits and pay dividends to ordinary shareholders in proportion to their shareholdings.</p> <p>No further contribution may be required when the accumulated amount of the statutory reserve funds of the Bank reaches 50% of its registered capital. The shareholders' general meeting shall decide on whether to set aside discretionary reserve funds after setting aside statutory reserve funds and general reserves and payment of dividends on preference shares. The Bank shall not distribute profits to shareholders before making up losses and setting aside statutory reserve funds and general reserves.</p>	<p>Establish a clearer and more defined shareholder return policy to stabilize investor dividend expectations.</p>

**APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONCERNING
DIVIDEND DISTRIBUTION POLICY) (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLE	AMENDED ARTICLE	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>Where the shareholders' general meeting distributes profits to shareholders in violation of the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions.</p> <p>Shares held by the Bank shall not participate in the distribution of profits.</p> <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to investors. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits.</p> <p>The profit distribution of the Bank shall prioritize reasonable investment returns for investors, while considering the sustainable development of the Bank. It should comprehensively assess factors such as the Bank's capital adequacy ratio, risk management, annual operating plan, external operating environment, profitability and brand image.</p> <p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles.</p>	<p>The Bank's profit distribution <u>policy shall maintain continuity and stability, while balancing the overall interests of the shareholders as a whole, the long-term interests of the Company, and the sustainable development of the Company.</u></p> <p>(1) <u>the Bank shall arrange for profit distribution twice per year;</u></p> <p>(2) <u>dividends shall be distributed in cash;</u></p> <p>(3) <u>where the audited annual consolidated financial statements show a positive net profit for the year with the accumulative undistributed profits being positive, and the cash flow is sufficient to support normal operations and sustainable development, the Bank shall distribute annual cash dividends. The cash dividends distributed shall not be less than 30% of the net profit attributable to the parent company as reflected in the audited consolidated financial statements for the year. The amount of cash dividend shall be inclusive of tax;</u></p>	

**APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONCERNING
DIVIDEND DISTRIBUTION POLICY) (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLE	AMENDED ARTICLE	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
	<p>(4) <u>in the event of significant changes in the internal or external environment, or where the Board of Directors has justifiable reasons to deem such adjustment necessary, the Bank may adjust the profit distribution policy as referred to in the preceding item. Any adjustment to the profit distribution policy of the Bank shall be explained in detail by the Board of Directors, and it shall be submitted to the general meeting of shareholders for consideration after the resolution is made.</u></p> <p>(5) <u>before the general meeting of shareholders considers the dividend distribution plan, the Bank shall proactively communicate and engage with shareholders, particularly minority shareholders, through multiple channels, carefully listen to shareholders' opinions and demands, and make prompt responses that address shareholders' concerns.</u></p>	

**APPENDIX II COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONCERNING
DIVIDEND DISTRIBUTION POLICY) (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLE	AMENDED ARTICLE	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
	<p>Where the shareholders' general meeting distributes profits to shareholders in violation of the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions.</p> <p>Shares held by the Bank shall not participate in the distribution of profits.</p> <p>Where the capital adequacy ratio of the Bank does not meet the required standards of the relevant regulatory authorities, the Bank shall not distribute profits to investors. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits if it has distributable profits.</p> <p>The profit distribution of the Bank shall prioritize reasonable investment returns for investors, while considering the sustainable development of the Bank. It should comprehensively assess factors such as the Bank's capital adequacy ratio, risk management, annual operating plan, external operating environment, profitability and brand image.</p> <p>The payment of dividends on preference shares should be subject to laws, administrative regulations, rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and the Articles.</p>	

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONCERNING
PROPOSING SHAREHOLDERS) (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

**COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF HUIZHANG BANK CORPORATION LIMITED**

CURRENT ARTICLE	AMENDED ARTICLE	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>Article 67 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on the business policies and significant investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to examine and approve reports made by the Board of Directors;</p> <p>(4) to examine and approve reports made by the Board of Supervisors;</p> <p>(5) to examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</p>	<p>Article 67 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to decide on the business policies and significant investment plans of the Bank;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to examine and approve reports made by the Board of Directors;</p> <p>(4) to examine and approve reports made by the Board of Supervisors;</p> <p>(5) to examine and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(6) to examine and approve the Bank's plans for profit distribution and tax loss carryforward;</p>	<p>As per Article 115 of the Company Law, a notice convening a shareholders' general meeting shall be served to all shareholders 20 days prior to such meeting, specifying the time, venue and matters for consideration. For extraordinary general meetings, such notice shall be served 15 days prior to such meeting.</p> <p>Any shareholder(s) individually or collectively holding 1% or more of the company's shares may propose additional proposal(s) in writing to the board of directors 10 days before a shareholders' general meeting convenes. Such additional proposal(s) shall specify issues and specific resolutions. The board of directors shall notify other shareholders within two days upon receipt of such proposal(s) and submit the same for consideration at such shareholders' general meeting, except where such additional proposal(s) violate(s) laws, administrative regulations or the articles of association, or fall outside the power of shareholders' general meeting. The company shall not raise the shareholding percentage requirements for the proposing shareholder(s) to submit the additional proposal(s).</p>

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONCERNING
PROPOSING SHAREHOLDERS) (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLE	AMENDED ARTICLE	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;	(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;	
(8) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;	(8) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing;	
(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;	(9) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;	
(10) to amend the Articles, to consider and adopt the rules of procedure of the shareholders' general meetings, Board of Directors' meetings and Board of Supervisors' meetings;	(10) to amend the Articles, to consider and adopt the rules of procedure of the shareholders' general meetings, Board of Directors' meetings and Board of Supervisors' meetings;	
(11) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;	(11) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis;	

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONCERNING
PROPOSING SHAREHOLDERS) (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLE	AMENDED ARTICLE	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
(12) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the “Proposing Shareholders”);	(12) to examine and approve proposals raised by shareholders who individually or jointly hold <u>3</u> 1% or more of the total voting shares of the Bank (the “Proposing Shareholders”);	
(13) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;	(13) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year;	
(14) to examine the guarantees made pursuant to Article 68 of the Articles;	(14) to examine the guarantees made pursuant to Article 68 of the Articles;	
(15) to examine the related party transactions which require approval by the shareholders’ general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles;	(15) to examine the related party transactions which require approval by the shareholders’ general meeting as stipulated by the law, administrative regulations, departmental rules, regulatory documents, the regulations of the relevant regulatory authorities as well as the Articles;	

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONCERNING
PROPOSING SHAREHOLDERS) (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLE	AMENDED ARTICLE	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
(16) to examine and approve the matters concerning the change of the use of proceeds;	(16) to examine and approve the matters concerning the change of the use of proceeds;	
(17) to examine the stock incentive plans and employee stock ownership plans;	(17) to examine the stock incentive plans and employee stock ownership plans;	
(18) to determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and	(18) to determine the issuance of preference shares; to determine or authorise the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; and	
(19) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities as well as the Articles.	(19) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities as well as the Articles.	

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION CORRESPONDING TO
ADDITIONAL PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION (CONCERNING
PROPOSING SHAREHOLDERS) (SUBMITTED BY THE PROPOSING SHAREHOLDER)**

CURRENT ARTICLE	AMENDED ARTICLE	REASON FOR AMENDMENT OR BASIS OF AMENDMENT
<p>The shareholder's general meeting shall not delegate the statutory powers exercised by itself to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p>The shareholder's general meeting shall not delegate the statutory powers exercised by itself to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	