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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in Bank of Jiujiang Co., Ltd.\*, you should at once hand this circular, together with the form(s) of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**Bank of Jiujiang Co., Ltd.\***

**九江银行股份有限公司\***

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

**(Stock Code: 6190)**

**ISSUANCE OF UNDATED CAPITAL BONDS  
ADJUSTMENT OF CORPORATE GOVERNANCE STRUCTURE  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR  
THE SHAREHOLDERS' GENERAL MEETING OF THE BANK  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR  
THE BOARD OF DIRECTORS OF THE BANK  
PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES  
FOR THE RELATED PARTY TRANSACTIONS OF THE BANK  
AND  
NOTICE OF THE 2025 SECOND EXTRAORDINARY  
GENERAL MEETING**

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The Letter from the Board is set out on pages 3 to 10 of this circular.

The EGM will be held at 3:00 p.m. on Monday, 29 September 2025 at the Conference Room on the 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC, by way of an on-site meeting. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend and/or vote at the EGM in person, you are required to complete the form(s) of proxy in accordance with the instructions printed on the Proxy Form for the EGM and deliver the proxy form(s) to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (for the H Shareholders) or the office of the Board of Directors and Supervisors of the Bank (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the EGM or not less than 24 hours before the scheduled time for the holding of any adjournment thereof. Completion and return of the Proxy Form for the EGM will not preclude you from attending in person or voting at the EGM or any adjournment thereof should you so wish.

12 September 2025

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

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:*

“Administrative Measures for the Related Party Transactions”	Administrative Measures for the Related Party Transactions of Bank of Jiujiang Co., Ltd., which may be amended, supplemented or otherwise modified from time to time
“Articles of Association”	the Articles of Association of Bank of Jiujiang Co., Ltd., which may be amended, supplemented or otherwise modified from time to time
“Bank”	Bank of Jiujiang Co., Ltd.* (九江銀行股份有限公司*), a joint stock company incorporated on 17 November 2000 in Jiangxi Province, China with limited liability in accordance with PRC laws and regulations and, if the context requires, includes its predecessors, subsidiaries, branches and sub-branches
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“China” or “PRC”	the People’s Republic of China
“Company Law”	the Company Law of the PRC (中華人民共和國公司法)
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the Ordinary Share(s) issued by the Bank in the PRC with a par value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares
“EGM”	the 2025 Second Extraordinary General Meeting of the Bank to be held at 3:00 p.m. on Monday, 29 September 2025 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC, by way of an on-site meeting

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## DEFINITIONS

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“H Share(s)”	overseas listed foreign Ordinary Share(s) of par value RMB1.00 each in the share capital of the Bank, which are listed on the Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of the H Share
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 September 2025, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, which may be amended, supplemented or otherwise modified from time to time
“Ordinary Share(s)” or “Share(s)”	ordinary shares of par value of RMB1.00 each in the Bank’s share capital, including Domestic Shares and H Shares
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for the Board of Directors”	the Rules of Procedure for the Board of Directors of Bank of Jiujiang Co., Ltd.*, as amended, supplemented or otherwise amended from time to time
“Rules of Procedure for the Shareholders’ General Meeting”	the Rules of Procedure for the Shareholders’ General Meeting of Bank of Jiujiang Co., Ltd.*, as amended, supplemented or otherwise amended from time to time
“Shareholder(s)”	the holder(s) of the Ordinary Shares
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Bank
“Percentage” or “%”	per cent

*Certain amounts and percentage figures in this circular have been subject to rounding adjustments. Accordingly, figures shown as currency conversion or percentage equivalents may not be an arithmetic sum of such figures.*

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## LETTER FROM THE BOARD

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**Bank of Jiujiang Co., Ltd.\***

**九江银行股份有限公司\***

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

**(Stock Code: 6190)**

***Executive Directors:***

Mr. ZHOU Shixin (*Chairman*)  
Mr. XIAO Jing (*Vice Chairman*)  
Mr. YUAN Delei

***Registered office in the PRC:***

Bank of Jiujiang Mansion  
No. 619 Changhong Avenue  
Lianxi District, Jiujiang  
Jiangxi Province, the PRC

***Non-executive Directors:***

Mr. LUO Feng  
Mr. SHI Zhishan  
Ms. ZHOU Miao  
Mr. LIU Yinan

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

40/F, Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai, Hong Kong

***Independent Non-executive Directors:***

Ms. WANG Wanqiu  
Mr. ZHANG Yonghong  
Mr. TIAN Li  
Mr. GUO Jiequn

**ISSUANCE OF UNDATED CAPITAL BONDS  
ADJUSTMENT OF CORPORATE GOVERNANCE STRUCTURE  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
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THE SHAREHOLDERS' GENERAL MEETING OF THE BANK  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR  
THE BOARD OF DIRECTORS OF THE BANK  
PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES  
FOR THE RELATED PARTY TRANSACTIONS OF THE BANK  
AND  
NOTICE OF THE 2025 SECOND EXTRAORDINARY  
GENERAL MEETING**

**I. INTRODUCTION**

The EGM of the Bank will be held at 3:00 p.m. on Monday, 29 September 2025. Five special resolutions and one ordinary resolution will be put forward at the EGM for the Shareholders to consider and approve, as appropriate:

**SPECIAL RESOLUTIONS**

1. To consider and approve the proposal in relation to the issuance of undated capital bonds;

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## LETTER FROM THE BOARD

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2. To consider and approve the proposal in relation to the adjustment of corporate governance structure;
3. To consider and approve the proposal in relation to the amendments to the articles of association of the Bank;
4. To consider and approve the proposal in relation to the amendments to the rules of procedures for the shareholders' general meeting of the Bank;
5. To consider and approve the proposal in relation to the amendments to the rules of procedures for the board of directors of the Bank; and

### ORDINARY RESOLUTION

6. To consider and approve the proposal in relation to the amendments to the administrative measures for the related party transactions of the Bank.

The purpose of this circular is to provide you with details of the aforementioned resolutions to be considered at the EGM. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

## II. PROPOSED MATTERS FOR THE EGM

### 1. Issuance of Undated Capital Bonds

A special resolution will be proposed at the EGM to approve the issuance of undated capital bonds.

To optimize the capital structure of the Bank, maintain a stable capital adequacy level, and support the sustainable development of the Bank's future business, the Bank plans to apply for the issuance of up to RMB3 billion in undated capital bonds within the national interbank bond market ("**Bond Issuance**") as a replenishment to its additional tier-one capital. The specific issuance plan is as follows:

- (1) Bond type: write-down undated capital bonds.
- (2) Issue size: up to RMB3 billion.
- (3) Issue market: national inter-bank bond market.

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- (4) Bond duration: non-fixed term.
- (5) Means of loss absorption: upon the occurrence of triggering events as specified in the issuance document, the loss shall be absorbed through a write-down mechanism.
- (6) Coupon rate: to be determined based on prevailing market conditions.
- (7) Redemption option: redeemable upon the approval of regulatory authorities.
- (8) Use of proceeds raised: to replenish additional tier-one capital of the Bank.

The specific issuance plan and terms will be optimized and adjusted pursuant to the requirements by the regulatory authorities.

The EGM is hereby requested to approve the Bond Issuance and agree to authorize the Board who would in turn delegate such authority to the Chairman, President, other senior management members or other persons as designated by the Board, severally or jointly, to handle all matters relating to the Bond Issuance, including but not limited to: deciding on or amending the specific terms of the Bond Issuance to the extent permitted by the relevant regulatory authorities; making appropriate adjustments to the issuance terms in accordance with the requirements of the relevant regulatory authorities; specifically determining the timing, market and targets, currency and amount, duration, coupon rate and method relating to the Bond Issuance based on the Bank's asset-liability allocation needs and prevailing market conditions; and taking any other actions necessary for the completion of the Bond Issuance (including but not limited to engaging necessary securities underwriting institution, bond credit rating agencies, legal advisors or other professionals). Such authorization above shall remain valid for a period of 36 months from the date of approval of the Bond Issuance by the EGM. Meanwhile, it is proposed to the EGM to authorize the Board who would in turn delegate such authority to the Chairman, President, other senior management members or other persons as designated by the Board, severally or jointly, to handle all related matters such as follow-up rating, coupon payment, redemption and write-down pursuant to the rules and approval requirements promulgated by the relevant regulatory authorities in the duration of the Bond Issuance.

### **2. Adjustment of Corporate Governance Structure**

A special resolution will be proposed at the EGM to approve the proposed adjustment of corporate governance structure.

Reference is made to the announcement of the Bank dated 29 August 2025, in order to optimise the corporate governance structure and enhance the operational efficiency of corporate governance, in accordance with the Company Law and the Notice of National Financial Regulatory Administration on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law (《國家金融監督管理總局關於公司治理監管規定與公司法銜接有關事項的通知》) and other laws and regulations, regulatory requirements and relevant documents requirements, the Bank proposes that the Board of

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Supervisors shall be cancelled, and the functions and powers of the Board of Supervisors stipulated by the Company Law and regulatory systems will be performed by the Audit Committee of the Board. Special committees under the Board of Supervisors will be simultaneously dissolved (the “**Adjustments**”). Members of the seventh session of the Board of Supervisors, namely Mr. CHUA Alvin Cheng-Hock, Mr. TANG Xiaofeng, Ms. CHEN Zhiying, Ms. YU Menglin and Ms. LIAO Jingwen, will no longer serve as the Supervisors of the Bank. The Bank’s governance systems related to the Board of Supervisors, such as the Rules of Procedure for the Board of Supervisors of Bank of Jiujiang Co., Ltd.\*, shall be abolished accordingly.

The Adjustments shall take effect on the date when the resolution on the Adjustments and the resolution on the proposed amendments to the Articles of Association are considered and passed at the EGM, and the revised Articles of Association is approved by the National Financial Regulatory Administration Jiangxi Bureau.

Before the Adjustments take effect, Supervisors of the Bank shall continue to perform their duties pursuant to the relevant requirements of laws, regulations and the Articles of Association, and will not be re-elected upon expiration of their terms.

### 3. Proposed Amendments to the Articles of Association

A special resolution will be proposed at the EGM to approve the proposed amendments to the Articles of Association of the Bank.

Reference is made to the announcement of the Bank dated 29 August 2025 in relation to (including) the proposed amendments to the Articles of Association. Pursuant to the Company Law, the Notice of National Financial Regulatory Administration on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law, the Guidelines for Articles of Association of Listed Companies and other laws, regulations, regulatory requirements and relevant documents, combining with the practices of the Bank’s corporate governance, the Bank proposes that the Board of Supervisors shall be cancelled, and the functions and powers of the Board of Supervisors stipulated by the Company Law and regulatory systems will be performed by the Audit Committee of the Board. Accordingly, the Bank proposes to amend the Articles of Association (the “**Amendments to the Articles of Association**”).

The Amendments to the Articles of Association are primarily based on the Company Law, the Guidelines for Articles of Association of Listed Companies and other laws, regulations and regulatory requirements. The amendments mainly involve the removal of the Board of Supervisors, with the Audit Committee of the Board assuming the functions and powers previously exercised by the Board of Supervisors as stipulated by the Company Law and the regulatory systems, adjusting relevant functions and powers of the Shareholders’ general meeting and the Board, amending appointment conditions of the Directors in alignment with the regulatory systems, as well as implementing other relevant requirements of the Company Law, details of which are set out in the Appendix I to this circular. After being considered and approved by the EGM, the Amendments to the Articles of Association shall be submitted to the



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National Financial Regulatory Administration Jiangxi Bureau for approval, and shall take effect on the date of approval by the National Financial Regulatory Administration Jiangxi Bureau. Where the proposed amendments are inconsistent with the approval opinions of the regulatory authorities, corresponding adjustments will be made pursuant to the opinions of the regulatory authorities.

The EGM is hereby requested to authorize the Board who would in turn delegate such authority to the Chairman and President of the Bank, severally or jointly, to make corresponding adjustments to the Articles of Association and handle the approval procedures for the amendments to the Articles of Association and the filing with the market supervision and administration authorities and other related matters in accordance with changes in domestic and overseas laws, regulations and other normative documents, and requirements and recommendations of competent domestic and overseas regulatory authorities and the Hong Kong Stock Exchange.

Before the Amendments to the Articles of Association take effect, the current Articles of Association shall continue to be effective.

#### **4. Proposed Amendments to the Rules of Procedures for the Shareholders' General Meeting of the Bank**

A special resolution will be proposed at the EGM to approve the proposed amendments to the Rules of Procedures for the Shareholders' General Meeting of the Bank.

In accordance with the Company Law, the Notice of National Financial Regulatory Administration on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law and other laws and regulations, regulatory requirements and relevant documents requirements, combining with the practices of the Bank's corporate governance, the Bank proposes that the Board of Supervisors shall be cancelled, and the functions and powers of the Board of Supervisors stipulated by the Company Law and regulatory systems will be performed by the Audit Committee of the Board. Accordingly, the Bank proposes to amend the Rules of Procedures for the Shareholders' General Meeting (the "**Amendments to the Rules of Procedures for the Shareholders' General Meeting**"), and rename the Rules of Procedures for the Shareholders' General Meeting of Bank of Jiujiang Co., Ltd. to the Rules of Procedures for the Shareholders' Meeting of Bank of Jiujiang Co., Ltd., details of which are set out in the Appendix II to this circular.

The Amendments to the Rules of Procedures for the Shareholders' General Meeting will be carried out concurrently with the Amendments to Articles of Association, and after being approved by the EGM, shall take effect simultaneously with the amended Articles of Association upon approval by the Jiangxi Bureau of the National Financial Regulatory Administration. Where the proposed amendments are inconsistent with the approval opinions of the regulatory authorities, corresponding adjustments will be made pursuant to the opinions of the regulatory authorities.

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## LETTER FROM THE BOARD

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It is hereby proposed that the EGM authorize the Board who would in turn delegate such authority to the Chairman and President of the Bank, severally or jointly, to make corresponding adjustments to the Rules of Procedures for the Shareholders' General Meeting in accordance with changes in domestic and overseas laws, regulations, and other normative documents, as well as opinions or requirements of competent domestic and overseas regulatory authorities and the Hong Kong Stock Exchange.

Before the Amendments to Rules of Procedures for the Shareholders' General Meeting take effect, the Bank's current Rules of Procedures for the Shareholders' General Meeting shall continue to be effective.

### **5. Proposed Amendments to the Rules of Procedures for the Board of Directors of the Bank**

A special resolution will be proposed at the EGM to approve the proposed amendments to the Rules of Procedures for the Board of Directors of the Bank.

In accordance with the Company Law, the Notice of National Financial Regulatory Administration on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law and other laws and regulations, regulatory requirements and relevant documents requirements, combining with the practices of the Bank's corporate governance, the Bank proposes that the Board of Supervisors shall be cancelled, and the functions and powers of the Board of Supervisors stipulated by the Company Law and regulatory systems will be performed by the Audit Committee of the Board. Accordingly, the Bank proposes to amend the Rules of Procedures for the Board of Directors of the Bank (the "**Amendments to the Rules of Procedures for the Board of Directors**"), details of which are set out in the Appendix III to this circular.

The Amendments to the Rules of Procedures for the Board of Directors will be carried out concurrently with the Amendments to Articles of Association, and after being approved by the EGM, shall take effect simultaneously with the amended Articles of Association, upon approval by the Jiangxi Bureau of the National Financial Regulatory Administration. Where the proposed amendments are inconsistent with the approval opinions of the regulatory authorities, corresponding adjustments will be made pursuant to the opinions of the regulatory authorities.

It is hereby proposed that the EGM authorize the Board who would in turn delegate such authority to the Chairman and President of the Bank, severally or jointly, to make corresponding adjustments to the Rules of Procedures for the Board of Directors in accordance with changes in domestic and overseas laws, regulations, and other normative documents, as well as opinions or requirements of competent domestic and overseas regulatory authorities and the Hong Kong Stock Exchange.

Before the Amendments to Rules of Procedures for the Board of Directors take effect, the Bank's current Rules of Procedures for the Board of Directors shall continue to be effective.

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## LETTER FROM THE BOARD

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### **6. Proposed Amendments to the Administrative Measures for the Related Party Transactions of the Bank**

An ordinary resolution will be proposed at the EGM to approve the proposed amendments to the Administrative Measures for the Related Party Transactions of the Bank.

To further regulate the Bank's related transaction management, the Bank has made amendments to its current Administrative Measures for the Related Party Transactions in accordance with the Decision of the National Financial Regulatory Administration on Amending Certain Rules (《國家金融監督管理總局關於修改部分規章的決定》), details of which are set out in the Appendix IV to this circular.

### **III. EGM**

The EGM of the Bank will be held at 3:00 p.m. on Monday, 29 September 2025 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC, by way of an on-site meeting to consider and, if thought fit, to approve the proposed matters as set out in the notice of the EGM. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you intend to attend and/or vote at the EGM in person or by proxy, you should complete the proxy form(s) in accordance with the instructions printed on the proxy form(s) for the EGM. Completion and return of the proxy form(s) will not preclude you from attending in person or voting at the EGM or any adjournment thereof should you so wish.

### **IV. VOTING BY WAY OF POLL**

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, all voting by the Shareholders at the Shareholders' general meeting shall be taken by way of poll. As such, the chairman of the meeting will request a poll for each resolution proposed at the EGM.

Pursuant to Rule 2.15 of the Listing Rules, if Shareholders have material interests in a transaction or arrangement, Shareholders shall abstain from voting on the resolutions for approving the transaction or arrangement at the relevant Shareholders' general meetings. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, none of the Shareholders has a material interest in the resolutions proposed at the EGM, and shall abstain from voting on the relevant resolutions at the EGM.

The voting results of the EGM will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.jjccb.com](http://www.jjccb.com)) in accordance with the Listing Rules.

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## LETTER FROM THE BOARD

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### V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE EGM

Reference is made to the announcement of the Bank dated 25 August 2025, the Bank's register of members will be closed from Tuesday, 9 September 2025 to Monday, 29 September 2025 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Bank at the close of business on Monday, 29 September 2025 are entitled to attend and vote at the EGM.

For a holder of the Shares of the Bank to be eligible for attending and voting at the EGM, all completed and signed share transfer documents (together with the relevant share certificates) and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors and Supervisors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Monday, 8 September 2025 for registration.

### VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the EGM are in the interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the EGM.

By Order of the Board  
**Bank of Jiujiang Co., Ltd.\***  
**Zhou Shixin**  
*Chairman*

Jiangxi, the PRC  
12 September 2025

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

Original Articles	Revised Articles
<p><b>Article 1</b> To protect the legitimate rights and interests of Bank of Jiujiang Co., Ltd (hereinafter referred to as “the Bank”), shareholders and creditors and regulate the organization and acts of the Bank, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Banking Supervision and Regulatory Law of the People’s Republic of China, Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as “Special Regulations”), Reply of the State Council on the Adjustments of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》), the Corporate Governance Guidelines for Banking and Insurance Institutions, Interim Measures for the Equity Management of Commercial Banks and Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”), and other laws and regulations and relevant provisions.</p>	<p><b>Article 1</b> To protect the legitimate rights and interests of Bank of Jiujiang Co., Ltd (hereinafter referred to as “the Bank”), shareholders, <u>employees</u> and creditors and regulate the organization and acts of the Bank, the Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Banking Supervision and Regulatory Law of the People’s Republic of China, <del>Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as “Special Regulations”)</del>, Reply of the State Council on the Adjustments of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial) (《中國共產黨國有企業基層組織工作條例(試行)》), the Corporate Governance Guidelines for Banking and Insurance Institutions, Interim Measures for the Equity Management of Commercial Banks and Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”), and other laws and regulations and relevant provisions.</p>
<p>Amending all references to “shareholders’ general meeting(s)” to “shareholders’ meeting(s)” in the Articles of Association of the Company.</p>	
<p><b>Article 8</b> The chairman of the Board of Directors (the Board) is the legal representative of the Bank.</p>	<p><b>Article 8</b> The chairman of the Board of Directors (the Board) is the legal representative of the Bank.</p> <p><u><b>If the chairman of the Board of Directors resigns, it is deemed that he/she resigns from the position as a legal representative at the same time.</b></u></p>

Original Articles	Revised Articles
<p><b>Article 9</b> All of the assets of the Bank are divided into shares of equal par value. The shareholders are responsible for the Bank to the limit of the shares they have subscribed for. The Bank is responsible for its debts to the limit of all of its assets.</p>	<p><b>Article 9</b> <del>All of the assets</del><u>The capital</u> of the Bank <del>are</del><u>shall be</u> divided into shares <del>of equal par value</del>. The shareholders are responsible for the Bank to the limit of the shares they have subscribed for. The Bank is responsible for its debts to the limit of all of its <del>assets</del><u>properties</u>.</p>
<p><b>Article 11</b> The Articles of Association are legally binding on the Bank, shareholders, Directors, Supervisors and senior management. All the above persons may make claims and propositions related to company affairs in accordance with the Articles of Association.</p> <p>Pursuant to the Articles of Association, shareholders may sue shareholders; shareholders may sue Directors, Supervisors and senior management of the Bank; shareholders may sue the Bank, and the Bank may sue shareholders, Directors, Supervisors and senior management.</p> <p>The term “sue”, as referred to in the preceding paragraph, shall include the instituting of legal proceedings to a court or the submission of application to an arbitration institution for arbitration.</p>	<p><b>Article 11</b> The Articles of Association are legally binding on the Bank, shareholders, Directors, <del>Supervisors</del> and senior management. All the above persons may make claims and propositions related to company affairs in accordance with the Articles of Association.</p> <p>Pursuant to the Articles of Association, shareholders may sue shareholders; shareholders may sue Directors, <del>Supervisors</del> and senior management of the Bank; shareholders may sue the Bank, and the Bank may sue shareholders, Directors, <del>Supervisors</del> and senior management.</p> <p>The term “sue”, as referred to in the preceding paragraph, shall include the instituting of legal proceedings to a court or the submission of application to an arbitration institution for arbitration.</p>
<p><b>Article 19</b> The Bank shall issue shares in an open, fair and just manner, and each share of the same category shall have the same right.</p>	<p><b>Article 19</b> The Bank shall issue shares in an open, fair and just manner, and each share of the same <del>category</del><u>class</u> <del>shall have</del><u>has</u> the same right.</p>
<p><b>Article 20</b> All shares of the same category issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share subscribed for.</p>	<p><b>Article 20</b> All shares of the same <del>category</del><u>class</u> issued at the same time shall be issued under the same conditions and at the same price; <del>any entity or individual</del><u>subscribers</u> shall pay the same price for each share subscribed for.</p>

Original Articles	Revised Articles
<p><b>Article 26</b> Upon approval by the securities regulatory authorities of the State Council in respect of the plan of the Bank to issue overseas listed foreign shares and domestic shares, the Board of the Bank may make implementation arrangements for such plan by means of separate issuance.</p> <p>The Bank may implement its plan to separately issue overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within 15 months from the date of approval by the securities regulatory authorities of the State Council.</p>	<p><del>Article 26</del> <del>Upon approval by the securities regulatory authorities of the State Council in respect of the plan of the Bank to issue overseas listed foreign shares and domestic shares, the Board of the Bank may make implementation arrangements for such plan by means of separate issuance.</del></p> <p><del>The Bank may implement its plan to separately issue overseas listed foreign shares and domestic shares pursuant to the preceding paragraph within 15 months from the date of approval by the securities regulatory authorities of the State Council.</del></p>
<p><b>Article 27</b> In the event that the Bank separately issues overseas listed foreign shares and domestic shares within the total number of shares specified in the issuance plan of the Bank, such shares shall be fully subscribed for at one time, or if the shares cannot be fully subscribed for at one time due to special circumstances, such shares may be issued in separate tranches, subject to the approval of the securities regulatory authorities of the State Council.</p>	<p><del>Article 27</del> <del>In the event that the Bank separately issues overseas listed foreign shares and domestic shares within the total number of shares specified in the issuance plan of the Bank, such shares shall be fully subscribed for at one time, or if the shares cannot be fully subscribed for at one time due to special circumstances, such shares may be issued in separate tranches, subject to the approval of the securities regulatory authorities of the State Council.</del></p>
<p><b>Article 28</b> Based on its operation and development needs and in accordance with laws, administrative regulations and rules governing securities of the place where the shares of the Bank are listed, the Bank may increase its capital by any of the following methods, subject to the consideration and approval by the shareholders' general meeting and the approval by the national financial regulatory institution:</p> <p>(I) offering of new shares to non-given investors;</p> <p>(II) placing of new shares to existing shareholders;</p> <p>...</p>	<p><del>Article 28</del><u>Article 26</u> Based on its operation and development needs and in accordance with laws, administrative regulations and rules governing securities of the place where the shares of the Bank are listed, the Bank may increase its capital by any of the following methods, subject to the consideration and approval by the shareholders' <del>general</del> meeting and the approval by the national financial regulatory institution:</p> <p>(I) offering of <del>new</del> shares to <del>non-given investors</del><u>unspecified objects</u>;</p> <p>(II) <del>placing</del><u>offering</u> of <del>new</del> shares to <del>existing shareholders</del><u>specified objects</u>;</p> <p>...</p>



Original Articles	Revised Articles
<b>Article 37</b> The Bank shall not accept its own shares as pledge object.	<del>Article 37</del> <b>Article 35</b> The Bank shall not accept its own shares as pledge object.
<p>Article 38 Shares that have been issued before public offering of the Bank shall not be transferred within one year from the date on which the shares of the Bank are listed on and traded in a stock exchange.</p> <p>...</p> <p>The Directors, Supervisors and senior management of the Bank shall report to the Bank their shareholdings in the Bank and changes thereof and shall not transfer more than 25% of their shares per annum during their terms of office; the shares they hold in the Bank shall not be transferred within one year after the shares of the Bank are listed on and traded in a stock exchange. The aforesaid persons shall not transfer their shares in the Bank within half a year after they terminate service with the Bank.</p> <p>Where the securities regulatory authorities at the place where the shares of the Bank are listed have other provisions in respect of restrictions on transfer of overseas listed foreign shares, such provisions shall be observed.</p>	<p><del>Article 38</del><b>Article 36</b> Shares that have been issued before public offering of the Bank shall not be transferred within one year from the date on which the shares of the Bank are listed on and traded in a stock exchange. <b><u>Where the laws, administrative regulations, or the securities regulatory authorities of the State Council otherwise impose provisions on the transfer of shares of the Bank held by shareholders or actual controllers of listed companies, such provisions shall prevail.</u></b></p> <p>...</p> <p>The Directors,<del>Supervisors</del> and senior management of the Bank shall report to the Bank their shareholdings in the Bank and changes thereof and <b><u>as determined at the time of their appointment, they</u></b> shall not transfer more than 25% of their shares per annum during their terms of office; the shares they hold in the Bank shall not be transferred within one year after the shares of the Bank are listed on and traded in a stock exchange. The aforesaid persons shall not transfer their shares in the Bank within half a year after they terminate service with the Bank.</p> <p>Where the securities regulatory authorities at the place where the shares of the Bank are listed have other provisions in respect of restrictions on transfer of overseas listed foreign shares, such provisions shall be observed.</p>



Original Articles	Revised Articles
<p><b>Article 39</b> If the Bank's Directors, Supervisors, senior management, and shareholders holding more than 5% shares of the Bank sell their shares within six months after buying the same or buy shares within six months after selling the same, the earnings arising therefrom shall belong to the Bank and the Board of the Bank will recover such earnings.</p> <p>...</p>	<p><del>Article 39</del><b>Article 37</b> If the Bank's Directors, <del>Supervisors,</del> senior management, and shareholders holding more than 5% shares of the Bank sell their shares <u>or other securities with an equity nature</u> within six months after buying the same or buy shares within six months after selling the same, the earnings arising therefrom shall belong to the Bank and the Board of the Bank will recover such earnings.</p> <p><u>The shares or other securities with an equity nature held by Directors, senior officers and natural person shareholders referred to in the preceding paragraph include the shares or other securities with an equity nature held by their spouses, parents and children and held under accounts of any other persons.</u></p> <p>...</p>
<p><b>Article 43</b> The Bank or its branches and subsidiary companies shall not at any time or in any form provide any financial assistance to purchasers or prospective purchasers of the Bank's shares. The aforesaid purchasers include persons directly or indirectly undertaking obligations as a result of the purchase of the Bank's shares.</p> <p>The Bank or its branches and subsidiary companies shall not at any time or in any form provide any financial assistance to the aforesaid obligors for the purpose of reducing or releasing their obligations.</p> <p>The provisions of this Article shall not apply to the circumstances described in Article 45 hereof.</p>	<p><del>Article 43</del> <del>The Bank or its branches and subsidiary companies shall not at any time or in any form provide any financial assistance to purchasers or prospective purchasers of the Bank's shares. The aforesaid purchasers include persons directly or indirectly undertaking obligations as a result of the purchase of the Bank's shares.</del></p> <p><del>The Bank or its branches and subsidiary companies shall not at any time or in any form provide any financial assistance to the aforesaid obligors for the purpose of reducing or releasing their obligations.</del></p> <p><del>The provisions of this Article shall not apply to the circumstances described in Article 45 hereof.</del></p>

Original Articles	Revised Articles
<p><b>Article 44</b> The term “financial assistance” mentioned in Article 43 hereof includes (but is not limited to) the financial assistance provided in the forms set out below:</p> <p>(I) gift;</p> <p>(II) guarantee (including the undertaking of liability or provisions of property by the guarantor in order to secure the performance of the obligation by the obligator), indemnity (not including, however, indemnity arising from the Bank’s own fault) and release or waiver of rights;</p> <p>(III) provision of a loan or conclusion of a contract under which the obligations of the Bank are to be fulfilled prior to the obligations of the other party to the contract, or a change in the party to such loan or contract as well as the assignment of rights under such loan or contract;</p> <p>(IV) financial assistance provided in any other form when the Bank is insolvent or has no net assets or when such assistance will lead to a significant reduction in the Bank’s net assets.</p> <p>For the purposes of the Articles of Association, the term “undertake obligations” shall include the undertaking of an obligation by the obligor by concluding a contract or making an arrangement (regardless of whether the contract or arrangement is enforceable and such obligation is assumed by the obligor individually or jointly with any other person), or by changing its financial position in any other way.</p>	<p><del><b>Article 44</b> The term “financial assistance” mentioned in Article 43 hereof includes (but is not limited to) the financial assistance provided in the forms set out below:</del></p> <p><del>(I) gift;</del></p> <p><del>(II) guarantee (including the undertaking of liability or provisions of property by the guarantor in order to secure the performance of the obligation by the obligator), indemnity (not including, however, indemnity arising from the Bank’s own fault) and release or waiver of rights;</del></p> <p><del>(III) provision of a loan or conclusion of a contract under which the obligations of the Bank are to be fulfilled prior to the obligations of the other party to the contract, or a change in the party to such loan or contract as well as the assignment of rights under such loan or contract;</del></p> <p><del>(IV) financial assistance provided in any other form when the Bank is insolvent or has no net assets or when such assistance will lead to a significant reduction in the Bank’s net assets.</del></p> <p><del>For the purposes of the Articles of Association, the term “undertake obligations” shall include the undertaking of an obligation by the obligor by concluding a contract or making an arrangement (regardless of whether the contract or arrangement is enforceable and such obligation is assumed by the obligor individually or jointly with any other person), or by changing its financial position in any other way.</del></p>

Original Articles	Revised Articles
<p><b>Article 45</b> The acts listed below shall not be regarded as the acts prohibited under Article 43 hereof, save for those prohibited by relevant laws, administrative regulations, regulations or rules governing securities of the place where the shares of the Bank are listed:</p> <p>(I) relevant financial assistance is given genuinely in the interest of the Bank, and the main purpose of the financial assistance is not the purchase of shares of the Bank, or the financial assistance is an incidental part of some overall plan of the Bank;</p> <p>(II) the Bank distributes its property in form of dividends in accordance with law;</p> <p>(III) the Bank distributes its dividends in the form of shares;</p> <p>(IV) the Bank reduces its registered capital, repurchases its issued shares, or adjusts its shareholding structure in accordance with the Articles of Association;</p> <p>(V) the Bank provides loan within its business scope and in the ordinary course of its business (provided that the provision does not lead to a reduction in the net assets of the Bank or even if it constitutes a reduction, the financial assistance would be paid out of the distributable profits of the Bank);</p> <p>(VI) the Bank provides money to its employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Bank or even if it constitutes a reduction, the financial assistance would be paid out of the distributable profits of the Bank).</p>	<p><del>Article 45</del><b>Article 41</b> <del>The acts listed below shall not be regarded as the acts prohibited under Article 43 hereof, save for those prohibited by relevant laws, administrative regulations, regulations or rules governing securities of the place where the shares of the Bank are listed:</del></p> <p><del>(I) relevant financial assistance is given genuinely in the interest of the Bank, and the main purpose of the financial assistance is not the purchase of shares of the Bank, or the financial assistance is an incidental part of some overall plan of the Bank;</del></p> <p><del>(II) the Bank distributes its property in form of dividends in accordance with law;</del></p> <p><del>(III) the Bank distributes its dividends in the form of shares;</del></p> <p><del>(IV) the Bank reduces its registered capital, repurchases its issued shares, or adjusts its shareholding structure in accordance with the Articles of Association;</del></p> <p><del>(V) the Bank provides loan within its business scope and in the ordinary course of its business (provided that the provision does not lead to a reduction in the net assets of the Bank or even if it constitutes a reduction, the financial assistance would be paid out of the distributable profits of the Bank);</del></p> <p><del>(VI) the Bank provides money to its employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Bank or even if it constitutes a reduction, the financial assistance would be paid out of the distributable profits of the Bank);</del></p> <p><u>The Bank or its subsidiaries shall not give financial assistance, in the form of gift, advance, guarantee or borrowing, to any person who purchases shares of the Bank, except for the implementation of employee shareholding plans by the Bank.</u></p>

Original Articles	Revised Articles
<p><b>Article 46</b> The share certificates of the Bank shall be in registered form. Share certificates of the Bank shall state the following major items:</p> <p>...</p> <p>(II) date of establishment of the Bank;</p> <p>...</p>	<p><del>Article 46</del><b>Article 42</b> The share certificates of the Bank shall be in registered form. Share certificates of the Bank <u>in paper form</u> shall state the following major items:</p> <p>...</p> <p>(II) date of establishment of the Bank <u>or the date of issuance of share certificates</u>;</p> <p>...</p>
<p><b>Article 47</b> The overseas listed foreign shares issued by the Bank may take the form of certificate of deposit or other derivative forms of share certificates pursuant to the laws or securities registration and depository practices of the place where the shares of the Bank are listed.</p> <p>During the listing of H shares in Hong Kong, the Bank shall ensure that the following statements are enclosed in all its H share listing documents and shall instruct and procure its share registrar to reject the registration of the subscription, purchase or transfer of shares in the name of any individual holder unless and until the individual holder submits the properly signed form relating to such shares to the share registrar and the form shall include the following statements:</p> <p>(I) the share purchaser and the Bank and each of its shareholders, and the Bank and each of the shareholders agree to observe and comply with the requirements of the Company Law, the Special Regulations and other relevant laws, administrative regulations and the Articles of Association.</p>	<p><del>Article 47</del><b>Article 43</b> The overseas listed foreign shares issued by the Bank may take the form of certificate of deposit or other derivative forms of share certificates pursuant to the laws or securities registration and depository practices of the place where the shares of the Bank are listed.</p> <p><del>During the listing of H shares in Hong Kong, the Bank shall ensure that the following statements are enclosed in all its H share listing documents and shall instruct and procure its share registrar to reject the registration of the subscription, purchase or transfer of shares in the name of any individual holder unless and until the individual holder submits the properly signed form relating to such shares to the share registrar and the form shall include the following statements:</del></p> <p><del>(I) the share purchaser and the Bank and each of its shareholders, and the Bank and each of the shareholders agree to observe and comply with the requirements of the Company Law, the Special Regulations and other relevant laws, administrative regulations and the Articles of Association.</del></p>

Original Articles	Revised Articles
<p>(II) the share purchaser agrees with the Bank and each of the shareholders, Directors, Supervisors and senior management of the Bank, and the Bank, acting on behalf of itself and each of the Directors, Supervisors and senior management of the Bank, agrees with each of the shareholders that, all disputes and claims arising from the Articles of Association or all disputes and claims in connection with the Bank's affairs arising from any rights or obligations specified in the Company Law or other relevant laws or administrative regulations shall be settled through arbitration according to the Articles of Association, and any submission for arbitration shall be deemed as an authorization to the arbitral tribunal for public hearing and announcement of its award. The arbitration award shall be final and conclusive.</p> <p>(III) the share purchaser agrees with the Bank and each of the shareholders of the Bank that the shares of the Bank may be freely transferred by the holders.</p> <p>(IV) the share purchaser authorizes the Bank to enter into a contract with each of the Directors and senior management on his behalf, pursuant to which the Directors and senior management undertake to observe and perform their obligations to shareholders as specified in the Articles of Association.</p>	<p><del>(II) the share purchaser agrees with the Bank and each of the shareholders, Directors, Supervisors and senior management of the Bank, and the Bank, acting on behalf of itself and each of the Directors, Supervisors and senior management of the Bank, agrees with each of the shareholders that, all disputes and claims arising from the Articles of Association or all disputes and claims in connection with the Bank's affairs arising from any rights or obligations specified in the Company Law or other relevant laws or administrative regulations shall be settled through arbitration according to the Articles of Association, and any submission for arbitration shall be deemed as an authorization to the arbitral tribunal for public hearing and announcement of its award. The arbitration award shall be final and conclusive.</del></p> <p><del>(III) the share purchaser agrees with the Bank and each of the shareholders of the Bank that the shares of the Bank may be freely transferred by the holders.</del></p> <p><del>(IV) the share purchaser authorizes the Bank to enter into a contract with each of the Directors and senior management on his behalf, pursuant to which the Directors and senior management undertake to observe and perform their obligations to shareholders as specified in the Articles of Association.</del></p>

Original Articles	Revised Articles
<p><b>Article 50</b> The Bank may, pursuant to any understanding or agreement reached between the securities regulatory authorities of the State Council and a foreign country, keep its register of holders of overseas listed foreign shares outside of the PRC, and authorize a foreign agency to manage the same. The original of the register of holders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Bank shall keep the duplicate of the register of holders of overseas listed foreign shares at the domicile of the Bank, and the foreign agency as authorized by the Bank shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of holders of overseas listed foreign shares, the original shall prevail.</p>	<p><del>Article 50</del><b>Article 46</b> The Bank may, pursuant to any understanding or agreement reached between the securities regulatory authorities of the State Council and a foreign country, <del>keep its register of holders of overseas listed foreign shares outside of the PRC, and</del> authorize a foreign agency to manage <u>its register of holders of overseas listed foreign shares</u><del>the same</del>. The <del>original of the</del> register of holders of overseas listed foreign shares listed in Hong Kong shall <u>also</u> be kept in Hong Kong.</p> <p><del>The Bank shall keep the duplicate of the register of holders of overseas listed foreign shares at the domicile of the Bank, and the foreign agency as authorized by the Bank shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign shares at all times.</del></p> <p><del>If there is any inconsistency between the original and the duplicate of the register of holders of overseas listed foreign shares, the original shall prevail.</del></p>
<p><b>Article 53</b> Registration of change in the register of shareholders due to transfer of shares shall not be allowed within 20 days before a shareholders' general meeting is convened or within 5 days prior to the date of record on which the Bank decides to distribute dividends.</p> <p>If registration of changes in the register of shareholders is otherwise prescribed by the applicable laws, regulations, regulatory rules of the place where the shares are listed and the securities regulatory authorities at the place where the shares of the Bank are listed, relevant provisions shall be observed.</p>	<p><del>Article 53</del><b>Article 49</b> <u>If the applicable laws, regulations, regulatory rules and the securities regulatory authorities at the place where the shares of the Bank are listed prescribe that the</u> Registration of change in the register of shareholders due to transfer of shares shall not be allowed <del>within 20 days</del> before a shareholders' <del>general</del> meeting is convened or <del>within 5 days</del> prior to the date of record on which the Bank decides to distribute dividends-</p> <p><del>If registration of changes in the register of shareholders is otherwise prescribed by the applicable laws, regulations, regulatory rules of the place where the shares are listed and the securities regulatory authorities at the place where the shares of the Bank are listed, relevant provisions shall be observed.</del></p>



Original Articles	Revised Articles
<p><b>Article 61</b> The ordinary shareholders of the Bank shall enjoy the following rights:</p> <p>...</p> <p>(II) to attend shareholders' general meetings either in person or by proxy and exercise the voting right;</p> <p>...</p> <p>(V) to obtain relevant information in accordance with laws, administrative regulations, regulations, regulatory documents, relevant requirements of the securities regulatory authorities at the place where the shares of the Bank are listed and the Articles of Association, including:</p> <ol style="list-style-type: none"> <li>1. receiving a copy of the Articles of Association after payment of a charge to cover costs;</li> <li>2. consulting for free and after payment of reasonable charges, photographing the following: <ol style="list-style-type: none"> <li>(1) all the parts of the register of shareholders;</li> <li>(2) personal information of Directors, Supervisors and senior management of the Bank, including: <ol style="list-style-type: none"> <li>(a) present and former names and aliases;</li> <li>(b) principal addresses;</li> <li>(c) nationalities;</li> <li>(d) full-time and all part-time occupations and positions;</li> <li>(e) identity certificates and numbers thereof.</li> </ol> </li> </ol> </li> </ol>	<p><del>Article 61</del><b>Article 57</b> The ordinary shareholders of the Bank shall enjoy the following rights:</p> <p>...</p> <p>(II) to attend shareholders' general meetings either in person or by proxy and exercise <u>the right to speak and</u> the voting right;</p> <p>...</p> <p>(V) <del>to obtain relevant information in accordance with laws, administrative regulations, regulations, regulatory documents, relevant requirements of the securities regulatory authorities at the place where the shares of the Bank are listed and the Articles of Association, including:</del></p> <ol style="list-style-type: none"> <li><del>1. receiving a copy of the Articles of Association after payment of a charge to cover costs;</del></li> <li><del>2. consulting for free and after payment of reasonable charges, photographing the following:</del> <ol style="list-style-type: none"> <li><del>(1) all the parts of the register of shareholders;</del></li> <li><del>(2) personal information of Directors, Supervisors and senior management of the Bank, including:</del> <ol style="list-style-type: none"> <li><del>(a) present and former names and aliases;</del></li> <li><del>(b) principal addresses;</del></li> <li><del>(c) nationalities;</del></li> <li><del>(d) full-time and all part-time occupations and positions;</del></li> <li><del>(e) identity certificates and numbers thereof.</del></li> </ol> </li> </ol> </li> </ol>

Original Articles	Revised Articles
<p>(3) report of the Bank's issued share capital;</p> <p>(4) report showing the total par value, quantity, the highest and lowest prices of each class of shares repurchased by the Bank since the end of last fiscal year, and all the expenses paid by the Bank for such repurchase;</p> <p>(5) minutes of shareholders' general meetings;</p> <p>(6) special resolutions of the Bank;</p> <p>(7) the latest audited financial statements of the Bank, and the reports of the Board, auditors, and the Board of Supervisors.</p> <p>The Bank shall keep at its Hong Kong address the abovementioned documents other than item (2) as per the requirements of the Listing Rules for free reference by the public and holders of H shares, except item (5) for reference by shareholders only.</p> <p>If any shareholder asks the Bank for copies of relevant documents, the Bank shall send out the said copies within 7 days after receipt of reasonable expenses.</p> <p>The Bank may refuse to provide any contents if the contents so consulted or photocopied involve business secrets and share price sensitive information of the Bank.</p> <p>...</p>	<p><del>(3) report of the Bank's issued share capital;</del></p> <p><del>(4) report showing the total par value, quantity, the highest and lowest prices of each class of shares repurchased by the Bank since the end of last fiscal year, and all the expenses paid by the Bank for such repurchase;</del></p> <p><del>(5) minutes of shareholders' general meetings;</del></p> <p><del>(6) special resolutions of the Bank;</del></p> <p><del>(7) the latest audited financial statements of the Bank, and the reports of the Board, auditors, and the Board of Supervisors.</del></p> <p><del>The Bank shall keep at its Hong Kong address the abovementioned documents other than item (2) as per the requirements of the Listing Rules for free reference by the public and holders of H shares, except item (5) for reference by shareholders only.</del></p> <p><del>If any shareholder asks the Bank for copies of relevant documents, the Bank shall send out the said copies within 7 days after receipt of reasonable expenses.</del></p> <p><del>The Bank may refuse to provide any contents if the contents so consulted or photocopied involve business secrets and share price sensitive information of the Bank.</del></p> <p><u>to inspect and copy the Articles of Association, register of shareholders (the Hong Kong branch of the register of shareholders must be available for inspection by shareholders, but the company may be permitted to close the register of shareholders under terms equivalent to section 632 of the Companies Ordinance), minutes of shareholders' meetings, resolutions of Board meetings and financial accounting reports. and shareholders who meet the requirements may inspect the company's accounting books and accounting vouchers.</u></p> <p>...</p>



Original Articles	Revised Articles
<p><b>Article 62</b> The shareholder who asks to review the relevant information mentioned in the proceeding article or make a request for such information, shall submit to the Bank written documents proving the class and quantity of the shares that he holds in the Bank. The Bank shall provide the information as requested by the shareholder after authenticating his identity.</p> <p>...</p>	<p><del><b>Article 62</b></del><u><b>Article 58</b></u> <del>The shareholder who asks to review the relevant information mentioned in the proceeding article or make a request for such information, shall submit to the Bank written documents proving the class and quantity of the shares that he holds in the Bank. The Bank shall provide the information as requested by the shareholder after authenticating his identity.</del></p> <p><u>When shareholders request to inspect or copy relevant materials of the Bank, they shall comply with the Company Law and other laws, administrative regulations and rules of securities regulatory authorities in the places where the Bank's shares are listed. Among which, shareholders who individually or jointly hold 3% or more of the Bank's shares for more than 180 consecutive days shall request to inspect the Bank's accounting books and accounting vouchers and shall make the request to the Bank in writing, stating the purpose. If the Bank has reasonable grounds to believe that the shareholders' inspection of the accounting books and accounting vouchers is for an improper purpose that may prejudice the legitimate interests of the Bank, it may refuse to provide access.</u></p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 63</b> Any resolution of the shareholders' general meeting or the Board violating any law or administrative regulation shall be void and null (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p> <p>If the convening procedure or voting method of shareholders' general meetings and Board meetings violates any law, administrative regulation or the Articles of Association, or the contents of a resolution breaches the Articles of Association, the shareholders shall have the right to petition a people's court to revoke such resolution within 60 days from the date on which the resolution is approved (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p>	<p><del>Article 63</del><b>Article 59</b> Any resolution of the shareholders' <del>general</del> meeting or the Board violating any law or administrative regulation shall be void and null (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p> <p>If the convening procedure or voting method of shareholders' <del>general</del> meetings and Board meetings violates any law, administrative regulation or the Articles of Association, or the contents of a resolution breaches the Articles of Association, the shareholders <del>shall have the right to</del><u>may</u> petition a people's court to revoke such resolution within 60 days from the date on which the resolution is approved (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply);<sup>2</sup> <u>unless there is only a minor defect in the convening procedure or voting method of the shareholders' meeting or Board meeting, which has no substantive impact on the resolution.</u></p>

Original Articles	Revised Articles
<p><b>Article 64</b> If any Director or any member of the senior management violates any law, administrative regulation or the Articles of Association in performing his duties, causing losses to the Bank, shareholders that hold 1% or more of the shares in the Bank, either individually or collectively, for 180 or more consecutive days shall have the right to request the Board of Supervisors in writing to institute legal proceedings to a people's court; if any supervisor violates any law, administrative regulation or the Articles of Association in performing his duties, causing losses to the Bank, the aforesaid shareholders may request the Board in writing to institute legal proceedings to a people's court (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p> <p>If the Board of Supervisors or the Board refuses to institute legal proceedings upon receipt of the written request from the shareholders mentioned in the preceding paragraph or fails to do so within 30 days from the date of receipt of the written request, or if the circumstances are urgent and failure to promptly institute legal proceedings would cause irreparable harm to the interests of the Bank, the shareholders mentioned in the preceding paragraph shall have the right to institute legal proceedings to a people's court in their own names for the interest of the Bank (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p> <p>...</p>	<p><del>Article 64</del><b>Article 60</b> If any Director or any member of the senior management <u>other than a member of the Audit Committee</u> violates any law, administrative regulation or the Articles of Association in performing his duties, causing losses to the Bank, shareholders that hold 1% or more of the shares in the Bank, either individually or <del>collectively</del><u>jointly</u>, for 180 or more consecutive days shall have the right to request the <del>Board of Supervisors</del><u>Audit Committee</u> in writing to institute legal proceedings to a people's court; if any <del>supervisor</del><u>member of the Audit Committee</u> violates any law, administrative regulation or the Articles of Association in performing his duties, causing losses to the Bank, the aforesaid shareholders may request the Board in writing to institute legal proceedings to a people's court (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p> <p><del>If the Board of Supervisors or</del> the Board <u>or the Audit Committee</u> refuses to institute legal proceedings upon receipt of the written request from the shareholders mentioned in the preceding paragraph or fails to do so within 30 days from the date of receipt of the written request, or if the circumstances are urgent and failure to promptly institute legal proceedings would cause irreparable harm to the interests of the Bank, the shareholders mentioned in the preceding paragraph shall have the right to institute legal proceedings to a people's court in their own names for the interest of the Bank (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 65</b> If any Director, Supervisor or member of the senior management violates laws, administrative regulations or the Articles of Association, thereby damaging the interests of the shareholders, the shareholders may institute legal proceedings to the people's court (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p>	<p><del>Article 65</del><b>Article 61</b> If any Director,<del>Supervisor</del> or member of the senior management violates laws, administrative regulations or the Articles of Association, thereby damaging the interests of the shareholders, the shareholders may institute legal proceedings to the people's court (where holders of overseas listed foreign shares are involved, the provisions of the Articles of Association concerning settlement of disputes shall apply).</p>
<p><b>Article 67</b></p> <p>...</p> <p>Where a shareholder, who has representative(s) on the Board or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than 2% of the shares or voting rights in the Bank pledges his shares in the Bank, such shareholder shall apply for filing with the Board of the Bank prior to the pledge. The filing shall state the basic information of the pledge, including the reasons for pledge, the number of equity involved, the term of pledge and the particulars of the pledgee(s). Where the Board considers the pledge to be materially adverse to the stability of the Bank's equity, governance as well as the control of risk and related party transactions, the filing shall be rejected. The Director(s) nominated by a shareholder proposing to pledge the shares shall abstain from voting at the Board meeting at which such proposal is considered.</p> <p>...</p>	<p><del>Article 67</del><b>Article 63</b></p> <p>...</p> <p>Where a shareholder, who has representative(s) on the Board<del>or the Board of Supervisors</del>, or directly, indirectly or jointly holds or controls more than 2% of the shares or voting rights in the Bank<sub>2</sub>, pledges his shares in the Bank, such shareholder shall apply for filing with the Board of the Bank prior to the pledge. The filing shall state the basic information of the pledge, including the reasons for pledge, the number of equity involved, the term of pledge and the particulars of the pledgee(s). Where the Board considers the pledge to be materially adverse to the stability of the Bank's equity, governance as well as the control of risk and related party transactions, the filing shall be rejected. The Director(s) nominated by a shareholder proposing to pledge the shares shall abstain from voting at the Board meeting at which such proposal is considered.</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 69</b> During the period when borrowings by the shareholders from the Bank fall due and remain unpaid, such shareholders shall not exercise their voting rights and will not be counted in the statutory quorum of the shareholders' general meeting. During the period when borrowings by the shareholders from the Bank fall due and remain unpaid, the Bank shall have the right to preferentially use the dividends due to such shareholders to repay their borrowings from the Bank, and the assets to be distributed to such shareholders in the Bank's liquidation process shall be preferentially used to repay their borrowings from the Bank.</p>	<p><del>Article 69</del><b>Article 65</b> During the period when <del>borrowings by the credit granted to</del> shareholders from the Bank fall due and remain unpaid, such shareholders shall not exercise their voting rights and will not be counted in the statutory quorum of the shareholders' <del>general</del> meeting. During the period when <del>borrowings by the credit granted to</del> shareholders from the Bank fall due and remain unpaid, the Bank shall have the right to preferentially use the dividends due to such shareholders to repay their <del>borrowings credit</del> from the Bank, and the assets to be distributed to such shareholders in the Bank's liquidation process shall be preferentially used to repay their <del>borrowings credit</del> from the Bank.</p>
<p><b>Article 72</b> Save for the obligations required by laws, administrative regulations or rules governing securities of the place where the shares of the Bank are listed, the controlling shareholders of the Bank shall not use their voting right to make any decisions that impair the interests of all or some of the shareholders concerning the following aspects when they exercise their rights as shareholders:</p> <p>(I) to exempt the responsibility of a Director or Supervisor to act in good faith for maximum interests of the Bank;</p> <p>(II) to approve a Director or Supervisor to deprive the property of the Bank for his own or other's benefit in any form, including but not limited to the opportunities favorable to the Bank;</p> <p>(III) to approve any Director or Supervisor to deprive individual rights and interests of other shareholders for his own or other's benefits, including but not limited to any distribution rights, voting rights, but excluding the restructuring of the Bank which is submitted to and approved by the shareholders' general meeting in accordance with the Articles of Association.</p>	<p><del>Article 72</del><b>Article 68</b> Save for the obligations required by laws, administrative regulations or rules governing securities of the place where the shares of the Bank are listed, the controlling shareholders of the Bank shall not use their voting right to make any decisions that impair the interests of all or some of the shareholders concerning the following aspects when they exercise their rights as shareholders:</p> <p>(I) to exempt the responsibility of a Director <del>or Supervisor</del> to act in good faith for maximum interests of the Bank;</p> <p>(II) to approve a Director <del>or Supervisor</del> to deprive the property of the Bank for his own or other's benefit in any form, including but not limited to the opportunities favorable to the Bank;</p> <p>(III) to approve any Director <del>or Supervisor</del> to deprive individual rights and interests of other shareholders for his own or other's benefits, including but not limited to any distribution rights, voting rights, but excluding the restructuring of the Bank which is submitted to and approved by the shareholders' <del>general</del> meeting in accordance with the Articles of Association.</p>

Original Articles	Revised Articles
<p><b>Article 75</b> Major shareholders of the Bank shall properly exercise their shareholders' rights through corporate governance procedures to safeguard the independent operation of the Bank, and are strictly prohibited from improperly interfering with or restricting the Bank by any of the following ways in violation of regulations, except otherwise stipulated by laws and regulations or other circumstances recognised by the national financial regulatory institution:</p> <p>...</p> <p>(III) interfering with the performance evaluation of the directors, supervisors and other staff of the Bank;</p> <p>...</p>	<p><del>Article 75</del><b>Article 71</b> Major shareholders of the Bank shall properly exercise their shareholders' rights through corporate governance procedures to safeguard the independent operation of the Bank, and are strictly prohibited from improperly interfering with or restricting the Bank by any of the following ways in violation of regulations, except otherwise stipulated by laws and regulations or other circumstances recognised by the national financial regulatory institution:</p> <p>...</p> <p>(III) interfering with the performance evaluation of the directors, <del>supervisors</del> and other staff of the Bank;</p> <p>...</p>
<p><b>Article 80</b> The shareholders' general meeting consists of all shareholders, and is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p>(I) to decide on the Bank's business policies and investment plans;</p> <p>(II) to elect and replace Directors and Supervisors who are not employees representatives, and resolve on the remunerations of Directors and Supervisors;</p> <p>(III) to consider and approve the reports of the Board;</p> <p>(IV) to consider and approve the reports of the Board of Supervisors;</p> <p>(V) to consider and approve the annual financial budgets and the final accounts of the Bank;</p>	<p><del>Article 80</del><b>Article 76</b> The shareholders' <del>general</del> meeting consists of all shareholders, and is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p><del>(I) to decide on the Bank's business policies and investment plans;</del></p> <p><del>(II)</del> to elect and replace Directors <del>and Supervisors</del>—who are not employees representatives, and resolve on the remunerations of Directors <del>and Supervisors</del>;</p> <p><del>(III)</del> to consider and approve the reports of the Board;</p> <p><del>(IV) to consider and approve the reports of the Board of Supervisors;</del></p> <p><del>(V) to consider and approve the annual financial budgets and the final accounts of the Bank;</del></p>

Original Articles	Revised Articles
(VI) to consider and approve the profit distribution plans and loss recovery plans of the Bank;	<del>(VIII)</del> to consider and approve the profit distribution plans and loss recovery plans of the Bank;
(VII) to resolve on increase or decrease of the registered capital of the Bank;	<del>(VIII)</del> to resolve on increase or decrease of the registered capital of the Bank;
(VIII) to resolve on the issue of bonds or other securities and listing of the Bank;	<del>(VIII)</del> to resolve on the issue of bonds or other securities and listing of the Bank;
(IX) to resolve on the merger, division, dissolution, liquidation or transformation of corporate form of the Bank;	<del>(IX)</del> to resolve on the merger, division, dissolution, liquidation or transformation of corporate form of the Bank;
(X) to amend the Articles of Association;	<del>(X)</del> to amend the Articles of Association;
(XI) to resolve on the appointment, removal or non-reappointment of accounting firms by the Bank;	<del>(XVIII)</del> to resolve on the appointment; <u>or removal</u> <del>or non-reappointment</del> of accounting firms <u>that are engaged by the Bank to conduct regular statutory auditing for financial reports of the Bank by the Bank;</u>
(XII) to consider and approve the report of evaluation by the Board of Supervisors on the Directors, Supervisors, and senior management;	<del>(XIX)</del> to <del>consider and approve</del> <u>listen to</u> the report of <del>evaluation by the Board of Supervisors</del> <u>Audit Committee</u> on the Directors', <del>Supervisors,</del> and senior management's <u>Performance Assessment;</u>
(XIII) to consider the purchase or disposal of major assets or provision of guarantee by the Bank within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;	<del>(XIX)</del> to consider the purchase or disposal of major assets or provision of guarantee by the Bank within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;
(XIV) to consider and approve matters relating to the changes in the use of proceeds from share offerings;	<del>(XIX)</del> to consider and approve matters relating to the changes in the use of proceeds from share offerings;
(XV) to consider the equity incentive plan;	<del>(XX)</del> to consider the equity incentive plan;
(XVI) to consider the profit distribution policy;	<del>(XX)</del> to consider the profit distribution policy;

Original Articles	Revised Articles
<p>(XVII) to consider proposals of shareholders representing more than 3% of the outstanding voting shares of the Bank;</p> <p>(XVIII) to decide on the issuance of preference shares; decide or authorize the Board of Directors to decide on matters related to the Bank's preference shares issuance, including but not limited to redemption, conversion, and dividend distribution;</p> <p>(XIX) to consider and approve the rules of procedures for shareholders' general meetings, the rules of procedures for the Board and the rules of procedures for the Board of Supervisors;</p> <p>(XX) to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws;</p> <p>(XXI) to consider other matters which, in accordance with laws, administrative regulations, regulations, regulatory requirements, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association, shall be decided by a shareholders' general meeting.</p> <p>The aforesaid matters within the functions and powers of the shareholders' general meeting shall be considered and decided by the shareholders' general meeting, and shall not be authorized to the Board, other institutions or individuals to exercise.</p>	<p>(<del>XVII</del>XIV) to consider <u>provisional</u> proposals of shareholders representing more than <del>3</del><u>31</u>% of the outstanding voting shares of the Bank;</p> <p>(<del>XVIII</del>XV) to decide on the issuance of preference shares; decide or authorize the Board of Directors to decide on matters related to the Bank's preference shares issuance, including but not limited to redemption, conversion, and dividend distribution;</p> <p>(<del>XIX</del>XVI) to consider and approve the rules of procedures for shareholders' <del>general</del> meetings, <u>and</u> the rules of procedures for the Board <del>and the rules of procedures for the Board of Supervisors</del>;</p> <p>(<del>XX</del>XVII) to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws;</p> <p>(<del>XXI</del>XVIII) to consider other matters which, in accordance with laws, administrative regulations, regulations, regulatory requirements, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association, shall be decided by a shareholders' <del>general</del> meeting.</p> <p>The aforesaid matters within the functions and powers of the shareholders' <del>general</del> meeting shall be considered and decided by the shareholders' <del>general</del> meeting, and shall not be authorized to the Board, other institutions or individuals to exercise.</p>



Original Articles	Revised Articles
<p><b>Article 82</b> Under any of the following circumstances, the Bank shall convene an extraordinary shareholders' general meeting within two months of the occurrence of any of the following:</p> <p>...</p> <p>(II) when the unrecovered losses of the Bank amount to one-third of the total amount of its paid-up share capital;</p> <p>...</p> <p>(V) when such meeting is proposed by the Board of Supervisors;</p> <p>...</p> <p>(VII) when such meeting is requested by more than half of the external Supervisors (if there are only two external Supervisors, both of them request such meeting); or</p> <p>(VIII) in other situations as prescribed by laws, administrative requirements, regulations and rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</p> <p>Regarding the circumstance in (II) above, the time limit for convening an extraordinary shareholders' general meeting shall start from the date when the Bank knows about the occurrence of the circumstance. The number of shares held as mentioned in (III) above shall be the number of shares held on the day when the shareholder(s) make(s) the request(s) in writing or at the closing time on the previous trading day (if the day when the request(s) is (are) made in writing is not a trading day).</p>	<p><del>Article 82</del><b>Article 78</b> Under any of the following circumstances, the Bank shall convene an extraordinary shareholders' <del>general</del>—meeting within two months of the occurrence of any of the following:</p> <p>...</p> <p>(II) when the unrecovered losses of the Bank amount to one-third of the total amount of its <del>paid-up</del>—share capital;</p> <p>...</p> <p>(V) when such meeting is proposed by the <u>Audit Committee</u><del>Board of Supervisors</del>;</p> <p>...</p> <p><del>(VII) when such meeting is requested by more than half of the external Supervisors (if there are only two external Supervisors, both of them request such meeting); or</del></p> <p><del>(VIII)</del><b>(VII)</b> in other situations as prescribed by laws, administrative requirements, regulations and rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</p> <p>Regarding the circumstance in (II) above, the time limit for convening an extraordinary shareholders' <del>general</del>—meeting shall start from the date when the Bank knows about the occurrence of the circumstance. The number of shares held as mentioned in (III) above shall be the number of shares held on the day when the shareholder(s) make(s) the request(s) in writing or at the closing time on the previous trading day (if the day when the request(s) is (are) made in writing is not a trading day).</p>

Original Articles	Revised Articles
<p><b>Article 83</b></p> <p>...</p> <p>Shareholders' general meetings shall be held onsite at the venue. The Bank may hold a shareholders' general meeting through the Internet or other ways if permitted by the securities regulatory authorities or the stock exchange of the place where the shares of the Bank are listed. Shareholders participating in the shareholders' general meetings by any of the aforesaid means shall be deemed as having attended the meetings.</p> <p>...</p>	<p><del>Article 83</del><u>Article 79</u></p> <p>...</p> <p>Shareholders' <del>general</del> meetings shall be held onsite at the venue. The Bank may hold a shareholders' <del>general</del> meeting through the Internet or other ways if permitted by the securities regulatory authorities or the stock exchange of the place where the shares of the Bank are listed. <u>When the Bank convenes a shareholders' meeting via network or other means, it shall ensure that shareholders attending the meeting are able to communicate and discuss with each other in real time and vote through modern information technology means such as an online voting platform.</u> Shareholders participating in the shareholders' <del>general</del> meetings by any of the aforesaid means shall be deemed as having attended the meetings.</p> <p>...</p>
<p><b>Article 84</b> The Bank shall engage a lawyer to witness the shareholders' general meeting and provide legal opinions on the following issues:</p> <p>(I) whether the procedures for convening and holding the meeting comply with relevant laws, administrative regulations and the Articles of Association;</p> <p>...</p>	<p><del>Article 84</del><u>Article 80</u> The Bank shall engage a lawyer to witness the shareholders' <del>general</del> meeting and provide legal opinions on the following issues:</p> <p>(I) whether the procedures for convening and holding the meeting comply with <u>the provisions of</u> relevant laws, administrative regulations and the Articles of Association;</p> <p>...</p>
<p><b>Article 85</b> Shareholders' general meetings shall be convened by the Board. The Board of Supervisors or the shareholders may convene a shareholders' general meeting by itself/themselves provided that it/they complies/comply with the Articles of Association.</p>	<p><del>Article 85</del><u>Article 81</u> Shareholders' <del>general</del> meetings shall be convened by the Board. <del>The Board of Supervisors</del><u>The Audit Committee</u> or the shareholders may convene a shareholders' <del>general</del> meeting by itself/themselves provided that it/they complies/comply with the Articles of Association.</p>

Original Articles	Revised Articles
<p><b>Article 86</b> More than half of the independent Directors may propose to the Board to convene an extraordinary shareholders' general meeting.</p> <p>...</p>	<p><del>Article 86</del><b>Article 82</b> <del>More than half of</del> <u>With consent by a majority of all the independent Directors,</u> the independent Directors may propose to the Board to convene an extraordinary shareholders' <del>general</del> meeting.</p> <p>...</p>
<p><b>Article 87</b> The Board of Supervisors or more than half of external Supervisors shall be entitled to propose to the Board to convene an extraordinary shareholders' general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary shareholders' general meeting within 10 days after receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution of the Board is made. In the event of any change to the original proposal set forth in the notice, the consent of the Board of Supervisors is required.</p> <p>If the Board does not agree to hold the extraordinary shareholders' general meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the shareholders' general meeting, and the Board of Supervisors may convene and preside over the meeting by itself.</p>	<p><del>Article 87</del><b>Article 83</b> <del>The Board of Supervisors or more than half of external Supervisors shall be entitled to</del> <u>The Audit Committee</u> proposes to the Board to convene an extraordinary shareholders' <del>general</del> meeting, <u>and</u> shall put forward its proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary shareholders' <del>general</del> meeting within 10 days after receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary <del>general</del> meeting, it shall serve a notice of such meeting within five days after the resolution of the Board is made. In the event of any change to the original proposal set forth in the notice, the consent of the <del>Board of Supervisors</del> <u>Audit Committee</u> is required.</p> <p>If the Board does not agree to hold the extraordinary shareholders' <del>general</del> meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the shareholders' <del>general</del> meeting, and the <del>Board of Supervisors</del> <u>Audit Committee</u> may convene and preside over the meeting by itself.</p>

Original Articles	Revised Articles
<p><b>Article 88</b> Shareholders severally or jointly holding more than 10% of the total voting shares of the Bank shall have the right to propose to the Board to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting in accordance with the following procedures:</p> <p>(I) Two or more shareholders jointly holding more than 10% (inclusive) of voting shares at the shareholders' general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting, and specify the topics of the meeting. The Board shall convene an extraordinary shareholders' general meeting or a class shareholders' general meeting responsively after receipt of the aforesaid written request. The number of shares held as mentioned above shall be the number of shares held at the closing time on the day when the shareholder(s) make(s) the request(s) in writing or on the previous trading day (if the day when the request(s) is (are) made in writing is not a trading day).</p> <p>(II) If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may by themselves convene a meeting within four months after the Board receives the said request, and the convening procedures shall to the extent possible be the same as the procedures by which the Board convenes shareholders' general meetings.</p>	<p><del>Article 88</del><b>Article 84</b> Shareholders severally or jointly holding more than 10% of the total voting shares of the Bank shall <del>have the right to</del> propose <u>in writing</u> to the Board to convene an extraordinary shareholders' <del>general meeting or a class shareholders' general meeting in accordance with the following procedures.</del></p> <p><u>The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary shareholders' meeting within 10 days after receipt of the request.</u></p> <p><u>If the Board agrees to convene the extraordinary shareholders' meeting, it shall serve a notice of such meeting within five days after the resolution of the Board is made. In the event of any change to the original proposal set forth in the notice, the consent of the relevant shareholders shall be required.</u></p> <p><u>If the Board does not agree to hold the extraordinary shareholders' meeting or fails to give a written reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% of the total voting shares of the Bank shall propose in writing to the Audit Committee to convene an extraordinary shareholders' meeting.</u></p> <p><u>If the Audit Committee agrees to convene the extraordinary shareholders' meeting, it shall serve a notice of such meeting within five days after receipt of the request. In the event of any change to the original proposal set forth in the notice, the consent of the relevant shareholders shall be required.</u></p>

Original Articles	Revised Articles
	<p><u>If the Audit Committee fails to serve a notice of a shareholders' meeting within the specified period, it shall be deemed that the Audit Committee does not convene and preside over the shareholders' meeting. Shareholders severally or jointly holding more than 10% of the total voting shares of the Bank for a continuous period of more than 90 days may convene and preside over the meeting by themselves.</u></p> <p><del>(I) Two or more shareholders jointly holding more than 10% (inclusive) of voting shares at the shareholders' general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting, and specify the topics of the meeting. The Board shall convene an extraordinary shareholders' general meeting or a class shareholders' general meeting responsively after receipt of the aforesaid written request. The number of shares held as mentioned above shall be the number of shares held at the closing time on the day when the shareholder(s) make(s) the request(s) in writing or on the previous trading day (if the day when the request(s) is (are) made in writing is not a trading day).</del></p> <p><del>(II) If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may by themselves convene a meeting within four months after the Board receives the said request, and the convening procedures shall to the extent possible be the same as the procedures by which the Board convenes shareholders' general meetings.</del></p>

Original Articles	Revised Articles
<p><b>Article 89</b> Where the Board of Supervisors or shareholders decide to convene a shareholders' general meeting by itself/themselves, it/they shall notify the Board in writing. Prior to the announcement of the resolution of the shareholders' general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%.</p>	<p><del>Article 89</del><b>Article 85</b> Where the <del>Board of Supervisors</del><b>Audit Committee</b> or shareholders decide to convene a shareholders' <del>general</del> meeting by itself/themselves, it/they shall notify the Board in writing. Prior to the announcement of the resolution of the shareholders' <del>general</del> meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%.</p>
<p><b>Article 90</b> With regard to the shareholders' general meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a register of shareholders as of the equity registration date.</p> <p>...</p>	<p><del>Article 90</del><b>Article 86</b> With regard to the shareholders' <del>general</del> meeting convened by the <del>Board of Supervisors</del><b>Audit Committee</b> or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a register of shareholders as of the equity registration date.</p> <p>...</p>
<p><b>Article 91</b> Where the Board of Supervisors or shareholders convene a shareholders' general meeting because the Board fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting Directors.</p>	<p><del>Article 91</del><b>Article 87</b> Where the <del>Board of Supervisors</del><b>Audit Committee</b> or shareholders convene a shareholders' <del>general</del> meeting because the Board fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting Directors.</p>

Original Articles	Revised Articles
<p><b>Article 93</b> Where the Bank convenes a shareholders' general meeting, the Board, Board of Supervisors, and shareholder(s) severally or jointly holding more than 3% of the total voting shares of the Bank may make proposals to the Bank. The Bank shall place the proposals on the agenda for the said meeting if the said proposals fall within the functions and powers of the shareholders' general meetings.</p> <p>Shareholder(s) severally or jointly holding more than 3% of the total voting shares of the Bank may submit written provisional proposals to the convener 10 days before a shareholders' general meeting is convened. The convener shall serve a supplementary notice of the shareholders' general meeting within two days after receipt of the proposals and announce the contents of the provisional proposals.</p> <p>...</p>	<p><del><b>Article 93</b></del><b>Article 89</b> Where the Bank convenes a shareholders' <del>general</del> meeting, the Board, <del>Board of Supervisors</del> <b>Audit Committee</b>, and shareholder(s) severally or jointly holding more than <del>31</del><b>31</b>% of the total voting shares of the Bank may make proposals to the Bank. The Bank shall place the proposals on the agenda for the said meeting if the said proposals fall within the functions and powers of the shareholders' <del>general</del> meetings.</p> <p>Shareholder(s) severally or jointly holding more than <del>31</del><b>31</b>% of the total voting shares of the Bank may submit written provisional proposals to the convener 10 days before a shareholders' <del>general</del> meeting is convened. The convener shall serve a supplementary notice of the shareholders' <del>general</del> meeting within two days after receipt of the proposals and announce the contents of the provisional proposals and submit such provisional proposals to the shareholders' meeting for deliberation. <b><u>However, the provisional proposals shall not be submitted if such proposals violate laws, administrative regulations, or the provisions of the Articles of Association, or fall outside the scope of authority of the shareholders' meeting.</u></b></p> <p>...</p>
<p><b>Article 95</b> A shareholders' general meeting shall not resolve on matters not specified in the notice.</p>	<p><del><b>Article 95</b></del> <b>A shareholders' general meeting shall not resolve on matters not specified in the notice.</b></p>

Original Articles	Revised Articles
<p><b>Article 96</b> The notice of a shareholders' general meeting shall meet the following requirements:</p> <p>(I) Is in written form;</p> <p>(II) Specifies the venue, date and time of the meeting;</p> <p>(III) Explain the matters to be considered at the meeting and specific contents of all proposals;</p> <p>(IV) Provides the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle includes (but is not limited to) where a proposal is made to merge the Bank, to repurchase shares of the Bank, to reorganize its share capital or to make any other reorganization of the Bank, detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;</p> <p>(V) Contains a disclosure of the nature and extent of the material interests of any Director, Supervisor or senior management officer in the matters to be discussed and the effect which the matters to be discussed will have on them in their capacity as shareholders insofar as it is different from the effect on interests of other shareholders of the same class;</p> <p>(VI) Contains the full text of any special resolution to be proposed at the meeting;</p>	<p><del>Article 96</del><b>Article 91</b> The notice of a shareholders' <del>general</del> meeting shall <del>meet</del> <u>include</u> the following <del>requirements</del><u>contents</u>:</p> <p><del>(I) Is in written form;</del></p> <p><del>(II) Specifies</del> <u>The time, venue, date and duration</u> time of the meeting;</p> <p><del>(III) Explain</del> <u>The matters and proposals</u> to be considered at the meeting <del>and specific contents of all proposals;</del></p> <p><del>(IV) Provides the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle includes (but is not limited to) where a proposal is made to merge the Bank, to repurchase shares of the Bank, to reorganize its share capital or to make any other reorganization of the Bank, detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;</del></p> <p><del>(V) Contains a disclosure of the nature and extent of the material interests of any Director, Supervisor or senior management officer in the matters to be discussed and the effect which the matters to be discussed will have on them in their capacity as shareholders insofar as it is different from the effect on interests of other shareholders of the same class;</del></p> <p><del>(VI) Contains the full text of any special resolution to be proposed at the meeting;</del></p>



Original Articles	Revised Articles
<p>(VII) Contains a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Bank;</p> <p>(VIII) Specifies the equity registration date of shareholders entitled to attend the shareholders' general meeting;</p> <p>(IX) Specifies the time and venue for delivering power of attorneys for the meeting;</p> <p>(X) Specifies the name and telephone number of the coordinator of the meeting;</p> <p>(XI) Other requirements stipulated by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association.</p>	<p><del>(VIII)</del> Contains a clear statement that a shareholder entitled to attend and vote <del>at such meeting is entitled to</del> <u>may</u> appoint <del>one or more proxies to attend and vote at such meeting on his behalf</del> <u>a proxy in writing to attend the meeting and participate in voting</u> and that such proxy need not be a shareholder of the Bank;</p> <p><del>(VIII)</del> <del>Specifies</del> <u>The</u> equity registration date of shareholders entitled to attend the shareholders' <del>general</del> meeting;</p> <p><del>(IX)</del> <del>Specifies the time and venue for delivering power of attorneys for the meeting;</del></p> <p><del>(XV)</del> Specifies the name and telephone number of the coordinator of the meeting;</p> <p><u>(VI) Time and procedures of the voting online or by other means;</u></p> <p><del>(XVII)</del> Other requirements stipulated by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association.</p>
<p><b>Article 97</b> If the election of Directors or Supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall, pursuant to laws, regulations, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association, adequately disclose the detailed information of the Director or Supervisor candidates, which information shall at least include:</p> <p>...</p> <p>(V) Information of Directors or Supervisors newly appointed or transferred required to be disclosed by the rules governing securities of the place where the shares of the Bank are listed.</p> <p>Straight voting system shall be adopted for selection of Directors or Supervisors of the Bank and each Director or Supervisor candidate shall be proposed via a single proposal.</p>	<p><del><b>Article 97</b></del> <u><b>Article 92</b></u> If the election of Directors <del>or Supervisors</del> is proposed to be discussed at a shareholders' <del>general</del> meeting, the notice of such meeting shall, pursuant to laws, regulations, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association, adequately disclose the detailed information of the Director <del>or Supervisor</del> candidates, which information shall at least include:</p> <p>...</p> <p>(V) Information of Directors <del>or Supervisors</del> newly appointed or transferred required to be disclosed by the rules governing securities of the place where the shares of the Bank are listed.</p> <p>Straight voting system shall be adopted for selection of Directors <del>or Supervisors</del> of the Bank and each Director <del>or Supervisor</del> candidate shall be proposed via a single proposal.</p>

Original Articles	Revised Articles
<p><b>Article 98</b> The notice of a shareholders' general meeting shall be sent to shareholders (whether or not they are entitled to vote at the shareholders' general meeting) by personal delivery or by pre-paid mail to their addresses as recorded in the register of shareholders. If the Bank has obtained the prior written consent or implied consent of the shareholders according to relevant laws, administrative regulations, rules and rules governing securities of the place where the shares of the Bank are listed, the notice of a shareholders' general meeting may also be sent in the form of announcement (including announcement on the website of the Bank). Announcement referred to in the preceding paragraph shall be published in newspaper(s) or website(s) designated by the State Council's securities regulatory authority. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of relevant shareholders' general meeting.</p> <p>The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall be served by any of the following means 20 clear days prior to annual general meetings and 15 days prior to extraordinary general meetings:</p> <p>(I) To be sent to each holder of overseas listed foreign shares by personal delivery or by mail to the registered address of each holder of overseas listed foreign shares;</p> <p>...</p>	<p><del>Article 98</del><b>Article 93</b> The notice of a shareholders' <del>general</del> meeting shall be sent to shareholders (whether or not they are entitled to vote at the shareholders' <del>general</del> meeting) <u>in accordance with the relevant regulations of the securities regulatory authority and stock exchange where the shares of the Bank are listed</u> by personal delivery, <del>or</del> by pre-paid mail <u>or by electronic means</u> to their addresses as recorded in the register of shareholders <del>or the email address provided by the shareholder. If the Bank has obtained the prior written consent or implied consent of the shareholders according to</del> <u>Unless otherwise specified by</u> relevant laws, administrative regulations, rules and rules governing securities of the place where the shares of the Bank are listed, the notice of a shareholders' <del>general</del> meeting may also be sent in the form of announcement (including announcement on the website of the Bank). Announcement referred to in the preceding paragraph shall be published in newspaper(s) or website(s) designated by the State Council's securities regulatory authority. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of relevant shareholders' <del>general</del> meeting.</p> <p>The notice, information or written statement of the shareholders' <del>general</del> meeting sent to the holders of overseas listed foreign shares shall be served by any of the following means 20 clear days prior to annual <u>shareholders' general</u> meetings and 15 days prior to extraordinary <u>shareholders' general</u> meetings:</p> <p>(I) To be sent to each holder of overseas listed foreign shares at <u>their registered address or the email address provided by the shareholder</u> by personal delivery, <del>or</del> by mail <u>or electronic means</u> to <del>the registered address of</del> each holder of overseas listed foreign shares;</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 101</b></p> <p>...</p> <p>A shareholder may attend the shareholders' general meetings in person or appoint one or more persons (who need not be a shareholder or shareholders) as his or her proxy/proxies to attend and vote on his or her behalf. The said proxy/proxies may exercise the following rights as granted by the said shareholder:</p> <p>...</p>	<p><del>Article 101</del><u>Article 96</u></p> <p>...</p> <p>A shareholder may attend the shareholders' <del>general</del> meetings in person or appoint one or more persons (who need not be a shareholder or shareholders) as his or her proxy/proxies to attend and vote on his or her behalf; <u>where the shareholder is a legal person, it may appoint one proxy to attend and vote on its behalf. The attendance of such proxy at the shareholders' meeting shall be deemed as the personal attendance of the shareholder. The legal person shareholder may execute the proxy form for appointing such proxy through its duly authorized personnel.</u> The said proxy/proxies may exercise the following rights as granted by the said shareholder:</p> <p>...</p> <p><u>A shareholder who appoints a proxy to attend shareholders' meeting shall specify the matters in which the proxy will act, the authority, and the period; the proxy shall submit the shareholder's proxy form to the Bank and exercise the voting rights within the scope of the proxy form.</u></p>
<p><b>Article 102</b> An individual shareholder attending a shareholders' general meeting in person shall present his/her identity card or any other valid identity certificate or original of share certificate; a proxy attending a shareholders' general meeting on behalf of an individual shareholder shall present his/her valid identity certificate and power of attorney of the shareholder.</p> <p>For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and power of attorney issued by the legal representative of the corporate shareholder according to laws.</p>	<p><del>Article 102</del><u>Article 97</u> An individual shareholder attending a shareholders' <del>general</del> meeting in person shall present his/her identity card or any other valid identity certificate <del>or original of share certificate</del>; a proxy attending a shareholders' <del>general</del> meeting on behalf of an individual shareholder shall present his/her valid identity certificate and power of attorney of the shareholder.</p> <p>For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and power of attorney issued by the legal representative of the corporate shareholder according to laws.</p>

Original Articles	Revised Articles
<p><b>Article 103</b> The power of attorney issued by a shareholder to appoint a proxy to attend a shareholders' general meeting shall specify:</p> <p>(I) The name of the proxy;</p> <p>(II) Whether or not the proxy has any voting right;</p> <p>(III) Directive to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' general meeting;</p> <p>(IV) The date of issue and validity period of the power of attorney;</p> <p>(V) Signature (or seal) of the principal or signature of the proxy authorized by the principal in writing, or corporate seal of the principal if it is a corporate shareholder;</p> <p>(VI) The number of shares held by the principal represented by the shareholder's proxy.</p>	<p><del>Article 103</del><b>Article 98</b> The power of attorney issued by a shareholder to appoint a proxy to attend a shareholders' <del>general</del> meeting shall specify:</p> <p><u><b>(I) The name of the principal, and class and number of shares held in the Bank;</b></u></p> <p><del>(II)</del> The name of the proxy; <del>(II) whether or not the proxy has any voting right;</del></p> <p><u><b>(III) Specific instructions from shareholders, including</b></u> directive to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' <del>general</del> meeting, <u><b>etc.;</b></u></p> <p>(IV) The date of issue and validity period of the power of attorney;</p> <p>(V) Signature (or seal) of the principal or signature of the proxy authorized by the principal in writing, or corporate seal of the principal if it is a corporate shareholder;</p> <p><del><b>(VI) The number of shares held by the principal represented by the shareholder's proxy.</b></del></p>
<p><b>Article 109</b> If the shareholders' general meeting requires Directors, Supervisors and senior management to attend the meeting, the Directors, Supervisors and senior management shall attend the meeting and answer questions of the shareholders.</p>	<p><del>Article 109</del><b>Article 104</b> If the shareholders' <del>general</del> meeting requires Directors, <del>Supervisors</del> and senior management to attend the meeting, the Directors, <del>Supervisors</del> and senior management shall attend the meeting and answer questions of the shareholders.</p>

Original Articles	Revised Articles
<p><b>Article 110</b> Shareholders' general meetings convened by the Board shall be presided over by the chairman of the Board. Where the chairman cannot or fails to fulfill the duty thereof, the vice chairman shall preside; where even the vice chairman cannot or fails to fulfill the duty thereof, more than half of the Directors shall jointly elect a Director to preside. If no person is designated to preside over the meeting, a person may be elected at the shareholders' general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights. If for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxy thereof and excluding Hong Kong Securities Clearing Company Ltd.) holding the most voting shares among the attending shareholders shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors cannot or does not fulfill the duty thereof, more than half of the Supervisors may jointly elect a Supervisor to preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.</p> <p>When a shareholders' general meeting is held and the presider of the meeting violates the rules of procedure which makes it difficult for the shareholders' general meeting to continue, a person may be elected at the shareholders' general meeting to act as the presider to continue the meeting, subject to the approval of more than half of the attending shareholders with voting rights.</p>	<p><del>Article 110</del><b>Article 105</b> Shareholders' <del>general</del> meetings convened by the Board shall be presided over by the chairman of the Board. Where the chairman cannot or fails to fulfill the duty thereof, the vice chairman shall preside; where even the vice chairman cannot or fails to fulfill the duty thereof, more than half of the Directors shall jointly elect a Director to preside. If no person is designated to preside over the meeting, a person may be elected at the shareholders' <del>general</del> meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights. If for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxy thereof and excluding Hong Kong Securities Clearing Company Ltd.) holding the most voting shares among the attending shareholders shall preside over the meeting.</p> <p>A shareholders' <del>general</del> meeting convened by the <del>Board of Supervisors</del><b>Audit Committee</b> itself shall be presided over by the chairman of the <del>Board of Supervisors</del><b>Audit Committee</b>. If the chairman of the <del>Board of Supervisors</del><b>Audit Committee</b> cannot or does not fulfill the duty thereof, more than half of the <del>Supervisors</del><b>members of the Audit Committee</b> may jointly elect a <del>Supervisor</del><b>member of the Audit Committee</b> to preside over the meeting.</p> <p>A shareholders' <del>general</del> meeting convened by the shareholders themselves shall be presided over by <b>the convener or</b> a representative elected by the convener.</p> <p>When a shareholders' <del>general</del> meeting is held and the presider of the meeting violates the rules of procedure which makes it difficult for the shareholders' <del>general</del> meeting to continue, a person may be elected at the shareholders' <del>general</del> meeting to act as the presider to continue the meeting, subject to the approval of more than half of the attending shareholders with voting rights.</p>

Original Articles	Revised Articles
<p><b>Article 111</b> The Bank shall formulate rules of procedure for shareholders' general meetings defining in details the convening and voting procedures of general meetings, covering notification, mode of convening, preparation of documents, voting form, mechanism of proposal, registration, consideration of proposal, abstention of related shareholders, voting, counting of ballots, announcement of voting result, formation of meeting resolutions, meeting minutes and signing thereof and announcement, and the principle and specific contents of authorization granted by the shareholders' general meetings to the Board. The rules of procedure for shareholders' general meetings shall be formulated by the Board and approved at the shareholders' general meetings.</p>	<p><del>Article 111</del><b>Article 106</b> The Bank shall formulate rules of procedure for shareholders' <del>general</del> meetings defining in details the <u>convening</u>, holding and voting procedures of <u>shareholders'</u> <del>general</del> meetings, covering notification, mode of convening, preparation of documents, voting form, mechanism of proposal, registration, consideration of proposal, abstention of related shareholders, voting, counting of ballots, announcement of voting result, formation of meeting resolutions, meeting minutes and signing thereof and announcement, and the principle and specific contents of authorization granted by the shareholders' <del>general</del> meetings to the Board. The rules of procedure for shareholders' <del>general</del> meetings shall be formulated by the Board and approved at the shareholders' <del>general</del> meetings.</p>
<p><b>Article 112</b> The Board and the Board of Supervisors shall report their work in the preceding year at the annual shareholders' general meeting.</p>	<p><del>Article 112</del><b>Article 107</b> The Board<del> and the Board of Supervisors</del> shall report their work in the preceding year at the annual shareholders' <del>general</del> meeting.</p>
<p><b>Article 113</b> Directors, Supervisors and senior management shall make explanations in relation to inquiries and suggestions made by shareholders at the shareholders' general meeting except that the business secrets of the Bank involved cannot be disclosed at the shareholders' general meeting.</p>	<p><del>Article 113</del><b>Article 108</b> Directors,<del> Supervisors</del> and senior management shall make explanations in relation to inquiries and suggestions made by shareholders at the shareholders' <del>general</del> meeting except that the business secrets of the Bank involved cannot be disclosed at the shareholders' <del>general</del> meeting.</p>
<p><b>Article 115</b> A shareholders' general meeting shall have minutes, which shall be kept by the secretary to the Board. The meeting minutes shall specify:</p> <p>...</p> <p>(II) the names of the presider, and the Directors, Supervisors and senior management attending or observing the meeting;</p> <p>...</p>	<p><del>Article 115</del><b>Article 110</b> A shareholders' <del>general</del> meeting shall have minutes, which shall be kept by the secretary to the Board. The meeting minutes shall specify:</p> <p>...</p> <p>(II) the names of the presider, and the Directors,<del> Supervisors</del> and senior management<del> attending or</del> observing the meeting;</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 118</b> The resolutions of a shareholders' general meeting shall be classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the shareholders' general meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds of the voting rights held by shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p><del>Article 118</del><b>Article 113</b> The resolutions of a shareholders' <del>general</del> meeting shall be classified as ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the shareholders' <del>general</del> meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds of the voting rights held by shareholders (including proxies thereof) attending the shareholders' <del>general</del> meeting.</p>
<p><b>Article 119</b> The following matters shall be approved by ordinary resolutions at a shareholders' general meeting:</p> <p>(I) work reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and removal of the members of the Board and the Board of Supervisors (except for removal of an independent Director), their remunerations and the method of payment thereof;</p> <p>(IV) annual budgets, final accounts, balance sheets, income statements and other financial statements of the Bank;</p> <p>(V) annual reports of the Bank;</p> <p>(VI) appointment, dismissal or non-reappointment of an accounting firm;</p> <p>(VII) other matters than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</p>	<p><del>Article 119</del><b>Article 114</b> The following matters shall be approved by ordinary resolutions at a shareholders' <del>general</del> meeting:</p> <p>(I) work reports of the Board <del>and the Board of Supervisors</del>;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and removal of the members of the Board <del>and the Board of Supervisors</del> (except for removal of an independent Director), their remunerations and the method of payment thereof;</p> <p>(IV) <del>annual budgets, final accounts</del>, Balance sheets, income statements and other financial statements of the Bank;</p> <p><del>(V) annual reports of the Bank;</del></p> <p><del>(VI)</del> appointment, <u>or</u> dismissal <del>or non-reappointment of</del> an accounting firm <u>to conduct regular statutory audit work for the Bank's financial reports</u>;</p> <p><del>(VII)</del> other matters than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</p>



Original Articles	Revised Articles
<p><b>Article 120</b> The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(I) increase or reduction in the registered capital of the Bank and the issue of shares of any class, warrants and other similar securities;</p> <p>...</p> <p>(V) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>...</p> <p>(VIII) under circumstances other than those set out in items (III), (V) and (VI) of Article 30 hereof, repurchase of the shares of the Bank;</p> <p>...</p>	<p><del>Article 120</del><b>Article 115</b> The following matters shall be approved by special resolutions at a shareholders' <del>general</del> meeting:</p> <p>(I) increase or reduction in the registered capital of the Bank and the issue of shares of any class, warrants and other similar securities;</p> <p>...</p> <p>(V) the Bank's purchase or sale of major assets or provision of guarantee <u>to others</u>, within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>...</p> <p>(VIII) under circumstances other than those set out in items (III), (V) and (VI) of Article <del>30</del><b>28</b> hereof, repurchase of the shares of the Bank;</p> <p>...</p>
<p><b>Article 124</b> Unless the Bank is in a crisis or any other special circumstance, the Bank shall not enter into any contract with anyone other than a Director, a Supervisor or any other senior management officer to have all or significant part of the Bank's business in the care of such person, unless otherwise approved at a shareholders' general meeting by way of a special resolution.</p>	<p><del>Article 124</del><b>Article 119</b> Unless the Bank is in a crisis or any other special circumstance, the Bank shall not enter into any contract with anyone other than a Director, <del>a Supervisor</del> or any other senior management officer to have all or significant part of the Bank's business in the care of such person, unless otherwise approved at a shareholders' <del>general</del> meeting by way of a special resolution.</p>
<p><b>Article 125</b> List of Director or Supervisor candidates shall be submitted by way of proposal at shareholders' general meetings for voting.</p>	<p><del>Article 125</del><b>Article 120</b> List of Director <del>or Supervisor</del> candidates <u>who are not employees</u> shall be submitted by way of proposal at shareholders' <del>general</del> meetings for voting.</p>

Original Articles	Revised Articles
<p><b>Article 126</b> The qualifications of the nominating subjects, the nomination and review procedures and election methods for Directors and Supervisors shall comply with the following systems on nominating and electing:</p> <p>(I) A list of Director candidates or Supervisor candidates who are not employee representatives may be proposed by the nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors as per the number of members of the Board and Board of Supervisors specified in the Articles of Association and the number of the Directors or Supervisors to be elected; shareholders severally or jointly holding more than 3% of the issued voting shares of the Bank may propose Director candidates to the Board or Supervisor candidates to the Board of Supervisors;</p> <p>The same shareholder and related person thereof shall not propose a Director candidate and a Supervisor candidate to the shareholders' general meeting at the same time; a shareholder shall not nominate any Director (Supervisor) candidate before expiry of the term of office of the incumbent Director (Supervisor) previously nominated by the said shareholder.</p> <p>The number of Directors (Supervisors) nominated by the same shareholder and related person thereof shall basically not exceed one third of the total number of members of the Board (the Board of Supervisors). The same shareholder and related person thereof shall only nominate either one independent Director candidate or one external Supervisor candidate, and shall not nominate one independent Director candidate and one external Supervisor candidate at the same time.</p>	<p><del>Article 126</del><b>Article 121</b> The qualifications of the nominating subjects, the nomination and review procedures and election methods for Directors <del>and Supervisors</del> shall comply with the following systems on nominating and electing:</p> <p>(I) A list of Director candidates <del>or Supervisor candidates</del> who are not employee representatives may be proposed by the nomination and remuneration committee of the Board <del>and the nomination committee of the Board of Supervisors</del> as per the number of members of the Board <del>and Board of Supervisors</del> specified in the Articles of Association and the number of the Directors <del>or Supervisors</del> to be elected; shareholders severally or jointly holding more than <del>31</del>% of the issued voting shares of the Bank may propose Director candidates to the Board <del>or Supervisor candidates to the Board of Supervisors</del>;</p> <p><del>The same shareholder and related person thereof shall not propose a Director candidate and a Supervisor candidate to the shareholders' general meeting at the same time; a shareholder shall not nominate any Director (Supervisor) candidate before expiry of the term of office of the incumbent Director (Supervisor) previously nominated by the said shareholder.</del></p> <p>The number of Directors <del>(Supervisors)</del> nominated by the same shareholder and related person thereof shall basically not exceed one third of the total number of members of the Board <del>(the Board of Supervisors)</del>. <del>The same shareholder and related person thereof shall only nominate either one independent Director candidate or one external Supervisor candidate, and shall not nominate one independent Director candidate and one external Supervisor candidate at the same time.</del></p>

Original Articles	Revised Articles
<p>(II) The nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors conduct a preliminary examination on the qualifications and conditions of the Director and Supervisor candidates and submit the list of qualified candidates to the Board and Board of Supervisors for consideration; after consideration and approval by the Board and Board of Supervisors, the list of Director and Supervisor candidates shall be submitted as a written proposal to the shareholders' general meeting;</p>	<p>(II) The nomination and remuneration committee of the Board <del>and the nomination committee of the Board of Supervisors</del> conduct a preliminary examination on the qualifications and conditions of the Director <del>and Supervisor</del> candidates and submit the list of qualified candidates to the Board <del>and Board of Supervisors</del> for consideration; after consideration and approval by the Board <del>and Board of Supervisors</del>, the list of Director <del>and Supervisor</del> candidates shall be submitted as a written proposal to the shareholders' <del>general</del> meeting;</p>
<p>(III) The Director or Supervisor candidates shall prior to the shareholders' general meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfill the duties as Directors or Supervisors if elected;</p>	<p>(III) The Director <del>or Supervisor</del> candidates shall prior to the shareholders' <del>general</del> meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfill the duties as Directors <del>or Supervisors</del> if elected;</p>
<p>(IV) The Board shall announce detailed information relating to the Director candidates in accordance with laws, administrative regulations and the Articles of Association prior to the shareholders' general meeting to ensure that the shareholders are adequately informed of the candidates at the time of voting;</p>	<p>(IV) The Board shall announce detailed information relating to the Director candidates in accordance with laws, administrative regulations and the Articles of Association prior to the shareholders' <del>general</del> meeting to ensure that the shareholders are adequately informed of the candidates at the time of voting;</p>
<p>(V) The Director or Supervisor candidates shall be voted on separately at the shareholders' general meeting;</p>	<p>(V) The Director <del>or Supervisor</del> candidates shall be voted on separately at the shareholders' <del>general</del> meeting;</p>
<p>(VI) In the event of temporary increase of Directors and Supervisors, the nomination and remuneration committee of the Board, the nomination committee of the Board of Supervisors or shareholders qualified for nomination shall propose a list of candidates and submit it to the Board and Board of Supervisors for consideration, and to the shareholders' general meeting for election or replacement.</p>	<p>(VI) In the event of temporary increase of Directors <del>and Supervisors</del>, the nomination and remuneration committee of the Board, <del>the nomination committee of the Board of Supervisors</del> or shareholders qualified for nomination shall propose a list of candidates and submit it to the Board <del>and Board of Supervisors</del> for consideration, and to the shareholders' <del>general</del> meeting for election or replacement.</p>

Original Articles	Revised Articles
<p><b>Article 127</b> The procedures for nominating and selecting independent Directors shall also be subject to the following principles:</p> <p>(I) The nomination and remuneration committee of the Board, shareholders severally or jointly holding more than 1% of the issued voting shares of the Bank and the Board of Supervisors may nominate independent Director candidates to the Board and the shareholders and their related parties that have nominated non-independent Directors shall not nominate independent Directors;</p> <p>...</p>	<p><del>Article 127</del><b>Article 122</b> The procedures for nominating and selecting independent Directors shall also be subject to the following principles:</p> <p>(I) The nomination and remuneration committee of the Board, shareholders severally or jointly holding more than 1% of the issued voting shares of the Bank <del>and the Board of Supervisors</del> may nominate independent Director candidates to the Board and the shareholders and their related parties that have nominated non-independent Directors shall not nominate independent Directors;</p> <p>...</p>
<p><b>Article 134</b> When proposals are voted on at the shareholders' general meeting, the lawyer, shareholders' representatives, supervisors' representatives and qualified persons appointed in accordance with the rules governing securities of the place where the shares of the Bank are listed shall be jointly responsible for the counting and monitoring of the ballots and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p>	<p><del>Article 134</del><b>Article 129</b> When proposals are voted on at the shareholders' <del>general</del> meeting, the lawyer, shareholders' representatives, <del>supervisors' representatives</del> and qualified persons appointed in accordance with the rules governing securities of the place where the shares of the Bank are listed shall be jointly responsible for the counting and monitoring of the ballots and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p>
<p><b>Article 137</b></p> <p>...</p> <p>Before the voting result is formally announced, the relevant parties including the company, counting officer, monitoring officer, substantial shareholders and network service provider involved at the venue or in other voting modes of the shareholders' general meeting shall have the confidentiality obligation for the voting result.</p>	<p><del>Article 137</del><b>Article 132</b></p> <p>...</p> <p>Before the voting result is formally announced, the relevant parties including the company, counting officer, monitoring officer, <del>substantial</del> shareholders and network service provider involved at the venue or in other voting modes of the shareholders' <del>general</del> meeting shall have the confidentiality obligation for the voting result.</p>
<p><b>Article 141</b> Where a proposal on election of relevant Directors or Supervisors is passed at the shareholders' general meeting, the Directors elected or Supervisors elected shall take office on the date when the resolution is passed at the shareholders' general meeting. If the qualifications of the Directors or Supervisors are subject to approval by regulatory authorities, they shall take office on the date when the regulatory authorities give approval.</p>	<p><del>Article 141</del><b>Article 136</b> Where a proposal on election of relevant Directors <del>or Supervisors</del> is passed at the shareholders' <del>general</del> meeting, the Directors elected <del>or Supervisors elected</del> shall take office on the date when the resolution is passed at the shareholders' <del>general</del> meeting. If the qualifications of the Directors <del>or Supervisors</del> are subject to approval by regulatory authorities, they shall take office on the date when the regulatory authorities give approval.</p>

Original Articles	Revised Articles
<p><b>Article 151</b> Any person involved in any of the following circumstances shall not serve as Director of the Bank:</p> <p>(I) having records of willful or gross negligence;</p> <p>(II) having bad acts in violation of social morals with bad impacts;</p> <p>(III) having liability or direct leadership responsibility for illegal operation activities or material losses of the entities where he once worked, if the case is serious;</p> <p>(IV) serving or having served as director or senior management officer of the entities which have been taken over, revoked, declared bankrupt or subject to cancellation of business license, save for those who can prove that they are not liable for the takeover, revocation, declaration of bankruptcy or cancellation of business license of the entities in which they have held positions;</p> <p>(V) having caused material losses or bad impacts due to his violation of professional ethics, personal integrity or serious dereliction of duties;</p> <p>(VI) inciting or participating in the Bank's refusal to provide cooperation for lawful supervision or case investigation;</p>	<p><del>Article 151</del><b>Article 146</b> Any person involved in any of the following circumstances shall not serve as Director of the Bank:</p> <p><b><u>(I) having no capacity for civil conduct or limited capacity for civil conduct;</u></b></p> <p><b><u>(II) having been sentenced to criminal penalties for endangering national security, carrying out terrorist activities, embezzlement, bribery, misappropriation of property, organized crime of a mafia nature, or disrupting the socialist market economy order, or having been deprived of political rights due to criminal offenses and</u></b> having <b><u>other</u></b> records of willful or gross negligence;</p> <p><b><u>(III)</u></b> having bad acts in violation of social morals with bad impacts;</p> <p><b><u>(IV)</u></b> having liability or direct leadership responsibility for illegal operation activities or material losses of the entities where he once worked, if the case is serious;</p> <p><b><u>(V)</u></b> serving or having served as director or senior management officer of the entities which have been taken over, revoked, declared bankrupt or subject to cancellation of business license, save for those who can prove that they are not liable for the takeover, revocation, declaration of bankruptcy or cancellation of business license of the entities in which they have held positions;</p> <p><b><u>(VI)</u></b> having caused material losses or bad impacts due to his violation of professional ethics, personal integrity or serious dereliction of duties;</p> <p><b><u>(VII)</u></b> inciting or participating in the Bank's refusal to provide cooperation for lawful supervision or case investigation;</p>

Original Articles	Revised Articles
<p>(VII) having his/her qualification as director or senior management officer revoked for lifetime, or having been punished by the national financial regulatory institution or other financial management departments for two consecutive times;</p> <p>(VIII) not having the qualifications required by the national financial regulatory institution, or obtaining approval for qualifications by illegal means;</p> <p>(IX) other contents stipulated by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</p> <p>Any election, appointment or employment of Directors in violation of this article shall be invalid. Where any Director gets involved in any of the circumstances herein during his term of office, the Board of Supervisors shall propose to the shareholders' general meeting in due time to dismiss him.</p>	<p><b><u>(VIII) having been identified by government department as an object for joint punishment for dishonesty due to serious dishonesty and should be subject to corresponding punishment in the Banking industry, or having other records of serious dishonesty within the last five years;</u></b></p> <p><b><u>(VIII) having been disqualified from holding positions for a certain period of time but the period has not yet expired, or having been disqualified from holding positions for life; having his/her qualification as director or senior management officer revoked for lifetime, or having been punished by the national financial regulatory</u></b></p> <p><b><u>(X) having been subject to market entry restrictions imposed by regulatory institution or other financial management departments for two consecutive times, the period of which has not yet exceeded five years;</u></b></p> <p><b><u>(VIII) not having the qualifications required by the national financial regulatory institution, or obtaining approval for qualifications by illegal means;</u></b></p> <p><b><u>(IX) other contents stipulated by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association.</u></b></p> <p>Any election, appointment or employment of Directors in violation of this article shall be invalid. Where any Director gets involved in any of the circumstances herein during his term of office, <b><u>the Board of Supervisors the Bank</u></b> shall propose to the shareholders' <b><u>general</u></b> meeting in due time to dismiss him.</p>

Original Articles	Revised Articles
(New Article)	<u><b>Article 147 The Bank shall establish employee directors, who shall be democratically elected or removed by the employees of the Bank by the employee representative meeting, employees' meeting, or by other means. Senior management personnel shall not concurrently serve as employee directors.</b></u>
<p><b>Article 152</b> Directors shall be elected or replaced at the shareholders' general meeting, and may be removed by the shareholders' general meeting prior to the expiry of their term of office, and serve a term of three years. Directors may be re-elected upon the expiry of their term of office.</p> <p>...</p> <p>The term of office of a Director shall start from the date on which the said Director assumes office to the expiry of the current Board. When the term of office of Directors expires, or the number of the Directors in the Board is less than the minimum number specified in the Company Law or two thirds of the number required by the Articles of Association, the Bank shall promptly conduct the procedures for the election of Directors and convene a shareholders' general meeting for the election of Directors. If the term of office of a Director expires but re-election is not made responsively, the said Director shall continue fulfilling the duties as Director pursuant to relevant laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association until a new Director is elected.</p>	<p><del><b>Article 152</b></del><u><b>Article 148</b></u> Directors <del>who are not employee representatives</del> shall be elected or replaced at the shareholders' <del>general</del> meeting, and may be removed by the shareholders' <del>general</del> meeting prior to the expiry of their term of office, <del>and serve a term of three years. Directors may be re-elected upon the expiry of their term of office.</del></p> <p>...</p> <p><u><b>Directors shall serve a term of three years, and may be re-elected upon the expiry of their term of office.</b></u> The term of office of a Director shall start from the date on which the said Director assumes office to the expiry of the current Board. When the term of office of Directors expires, or the number of the Directors in the Board is less than the minimum number specified in the Company Law or two thirds of the number required by the Articles of Association, the Bank shall promptly conduct the procedures for the election of Directors <del>to elect and convene a shareholders' general meeting for the election of</del> Directors. If the term of office of a Director expires but re-election is not made responsively, the said Director shall continue fulfilling the duties as Director pursuant to relevant laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association until a new Director is elected.</p>



Original Articles	Revised Articles
<p><b>Article 153</b> A Director may serve concurrently as senior management officer, but the aggregate member of Directors serving concurrently as president or senior management officers and Directors who are employee representatives shall not be more than half of the Directors of the Bank.</p>	<p><del>Article 153</del><b>Article 149</b> A Director <b>who is not appointed by employee representatives</b> may serve concurrently as senior management officer, but the aggregate member of Directors serving concurrently as president or senior management officers and Directors who are employee representatives shall not be more than half of the Directors of the Bank.</p>
<p><b>Article 155</b> Directors shall observe laws, administrative regulations and the Articles of Association, and fulfill the following obligations of honesty to the Bank:</p> <p>(I) not to abuse his official powers to accept bribes or other unlawful income, and not to expropriate the Bank's property;</p> <p>(II) not to appropriate monies of the Bank;</p> <p>(III) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Bank's assets or monies;</p> <p>(IV) not to lend monies of the Bank to other persons or provide guarantee for other persons with the property of the Bank counter to the Articles of Association or without the consent of the shareholders' general meeting or the Board;</p> <p>(V) not to conclude any contract or conduct any transaction with the Bank counter to the Articles of Association or without the consent of the shareholders' general meeting;</p>	<p><del>Article 155</del><b>Article 151</b> Directors shall observe <u>the provisions of</u> laws, administrative regulations and the Articles of Association, <u>have the obligations of honesty to the Bank, shall take measures to avoid conflicts of interest between themselves and the Company, and shall not use their powers to seek undue benefits.</u> Directors shall <del>and</del> fulfill the following obligations of honesty to the Bank:</p> <p><del>(I) not to abuse his official powers to accept bribes or other unlawful income, and</del> not to expropriate the Bank's property; <del>(II) not to or</del> appropriate monies of the Bank;</p> <p><del>(III)</del> not to open in their own names or in others' names any bank account for the purpose of depositing any of the Bank's <del>assets or</del> monies;</p> <p><u>(III) not to leverage their positions to bribe or accept other illegal income;</u></p> <p><del>(IV) not to lend monies of the Bank to other persons or provide guarantee for other persons with the property of the Bank counter to the Articles of Association or without the consent of the shareholders' general meeting or the Board;</del></p> <p><del>(V)</del> not to <u>directly or indirectly</u> conclude any contract or conduct any transaction with the Bank <u>without reporting to the Board of Directors or shareholders' meeting and obtaining the approval of the Board or the shareholders' meeting in accordance with the provisions of the Articles of Association</u> <del>counter to the Articles of Association or without the consent of the shareholders' general meeting;</del></p>

Original Articles	Revised Articles
<p>(VI) without the consent of the shareholders' general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Bank, or conduct for themselves or others any businesses similar to those of the Bank;</p> <p>(VII) not to take as their own any commission for any transaction with the Bank;</p> <p>...</p>	<p><del>(VI)</del> <del>without the consent of the shareholders' general meeting</del>, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Bank, <del>or conduct for themselves or others any businesses similar to those of the Bank except for those that have been reported to the Board or shareholders' meeting and had obtained approval from the shareholders' meeting, or where the Bank is not able to utilize such business opportunities in accordance with laws, administrative regulations or the provisions of the Articles of Association;</del></p> <p><u>(VI) not to conduct for themselves or others any businesses similar to those of the Bank without reporting to the Board or the shareholders' meeting and obtaining approval from the shareholders' meeting;</u></p> <p>(VII) not to take as their own any commission for any transaction <u>between others and</u> <del>with</del> the Bank;</p> <p>...</p>
<p><b>Article 156</b> Directors shall observe the laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association and shall fulfill the following obligations of diligence to the Bank:</p> <p>...</p> <p>(X) to honestly provide the Board of Supervisors with relevant information, and not prevent the Board of Supervisors or Supervisors from exercising their functions and powers;</p> <p>...</p>	<p><del>Article 156</del><u>Article 152</u> Directors shall observe the <u>provisions of</u> laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association, <del>and shall have the obligations of diligence to the Bank and perform their duties with the reasonable care that a manager shall normally have for the maximum benefit of the Company. Directors</del> shall fulfill the following obligations of diligence to the Bank:</p> <p>...</p> <p>(X) to honestly provide the <del>Board of Supervisors</del> <u>Audit Committee</u> with relevant information, and not prevent the <del>Board of Supervisors</del> <u>Audit Committee or Supervisors</u> from exercising <u>its</u> <del>their</del> functions and powers;</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 159</b> If resignation of a Director takes effect or if his term of office expires, the said Director shall go through all handover formalities with the Board. His obligations of honesty to the Bank and shareholders thereof shall not terminate automatically at the end of his term of office. His confidentiality obligations in respect of trade secrets of the Bank survive the termination of his term of office until such trade secrets become publicly known. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the Director and the Bank was terminated.</p>	<p><del><b>Article 159</b></del><b>Article 155</b> If resignation of a Director takes effect or if his term of office expires, the said Director shall go through all handover formalities with the Board. His obligations of honesty to the Bank and shareholders thereof shall not terminate automatically at the end of his term of office. His confidentiality obligations in respect of trade secrets of the Bank survive the termination of his term of office until such trade secrets become publicly known. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the specific circumstances under which the relationship between the Director and the Bank was terminated. <b><u>A Director's liabilities incurred during their term of office due to the performance of their duties shall not be exempted or discharged upon their departure from office.</u></b></p>

Original Articles	Revised Articles
<p><b>Article 165</b> The following persons shall not serve as independent Director of the Bank:</p> <p>(I) shareholders which directly or indirectly hold 1% or more of the Bank's shares or persons who hold positions in such shareholder entities or natural person shareholders among the top 10 shareholders of the Bank;</p> <p>...</p> <p>(VI) persons who hold positions in entities which have business connections or interest relationship with the Bank in such aspects as legal business, accounting, auditing and management consulting, or persons aforementioned or their close relatives who may be controlled or materially influenced by the Bank's substantial shareholders or senior management, thereby affecting the independence of their performance of duties;</p> <p>(VII) close relatives of the aforesaid persons. Close relatives as referred to in the Articles of Association shall mean spouse, parents, children, grandparents, maternal grandparents, siblings, grandchildren and maternal grandchildren;</p> <p>Apart from the close relatives of the aforesaid persons who hold positions in the Bank, their parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouse shall also be included.</p> <p>...</p>	<p><del>Article 165</del><b>Article 161</b> The following persons shall not serve as independent Director of the Bank:</p> <p>(I) <del>shareholders which directly or indirectly</del> <b>Persons who and their close relatives, jointly</b> hold 1% or more of the Bank's shares <b><u>or equity interest</u></b>, or persons who <b><u>or their close relatives</u></b> hold positions in <del>such</del> shareholder entities <b><u>that own 1% or more of the Bank's shares or equity interest</u></b> or <b><u>who are</u></b> natural person shareholders among the top 10 shareholders of the Bank;</p> <p>...</p> <p>(VI) persons who hold positions in entities which have <del>business connections or interest relationship with the Bank in such aspects as</del> legal business, accounting, auditing <del>and</del>, management consulting, <b><u>guarantee cooperation and other business connections with the Bank or have interests in the Bank in respect of claims, debts and others</u></b>, or persons <del>aforementioned</del><b><u>who</u></b> or their close relatives <del>who</del> may be controlled or materially influenced by the Bank's substantial shareholders or senior management, thereby affecting the independence of their performance of duties;</p> <p>(VII) close relatives of the aforesaid persons. Close relatives as referred to in the Articles of Association shall mean spouse, parents, children, grandparents, maternal grandparents, siblings, grandchildren and maternal grandchildren;</p> <p><del>Apart from the close relatives of the aforesaid persons who hold positions in the Bank, their parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouse shall also be included.</del></p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 166</b> A person shall not serve as independent Director of the Bank if he:</p> <p>(I) was sentenced due to taking graft or committing bribery, offences against property, disrupting market economic order, or is deprived of political rights due to offence;</p> <p>(II) was once the director, factory director or manager of any company or enterprise which was bankrupted due to bad operation and was responsible for the bankruptcy of the said company or enterprise;</p> <p>(III) was once the legal representative of any company or enterprise whose business license was revoked due to illegal activities and was responsible for such illegal activities;</p> <p>(IV) has large outstanding personal debts that are due and outstanding;</p> <p>(V) was dismissed by a former employer due to failure to fulfill the obligation of diligence;</p> <p>(VI) was the person in charge of high-risk financial institutions and cannot prove that he is not responsible for the cancellation or loss of assets of the said financial institutions;</p> <p>(VII) is otherwise banned from serving as independent Director by the national financial regulatory institution, securities regulatory authorities at the place where the shares of the Bank are listed, and other relevant regulatory authorities.</p>	<p><del>Article 166</del><b>Article 162</b> A person shall not serve as independent Director of the Bank if he:</p> <p><b><u>(I) was found to have no capacity for civil conduct or limited capacity for civil conduct;</u></b></p> <p><b><u>(II) was sentenced due to taking graft or committing bribery, offences against property, disrupting market economic order, or is deprived of political rights due to offence, where less than five years have elapsed since the expiration of the execution period; or was declared under probation, where less than two years have elapsed since the expiration of the probation period;</u></b></p> <p><b><u>(III) was once the director, factory director or manager of any company or enterprise which was bankrupted due to bad operation and was responsible for the bankruptcy of the said company or enterprise, where less than three years have elapsed since the completion of the bankruptcy liquidation of such company or enterprise;</u></b></p> <p><b><u>(IIIV) was once the legal representative of any company or enterprise whose business license was revoked due to illegal activities and was responsible for such illegal activities, where less than three years have elapsed since the revocation of the business license or issuance of the closure order against such company or enterprise;</u></b></p> <p><b><u>(IVV) has been listed as a discredited litigant by the people's court due to</u></b> having large outstanding personal debts that are due and outstanding;</p> <p><b><u>(VVI) was dismissed by a former employer due to failure to fulfill the obligation of diligence;</u></b></p>

Original Articles	Revised Articles
	<p>(<del>VIVII</del>) was the person in charge of high-risk financial institutions and cannot prove that he is not responsible for the cancellation or loss of assets of the said financial institutions;</p> <p>(<del>VHVIII</del>) is otherwise banned from serving as independent Director by the national financial regulatory institution, securities regulatory authorities at the place where the shares of the Bank are listed, and other relevant regulatory authorities</p>
<p><b>Article 171</b> The reports of the Board of Supervisors on the evaluation of independent Directors shall be submitted to the shareholders' general meeting for deliberation. The independent Director evaluation report submitted to the shareholders' general meeting shall at least include the number of times the independent Director attends the Board meetings in person, information about the previous Board meetings attended by the independent Director, the objections raised by the independent Director, and the responses of the Board, etc.</p>	<p><del><b>Article 171</b></del><b>Article 167</b> The reports <del>of the Board of Supervisors</del> on the evaluation of independent Directors shall be submitted to the shareholders' <del>general</del> meeting <del>for deliberation</del>. The independent Director evaluation report submitted to the shareholders' general meeting shall at least include the number of times the independent Director attends the Board meetings in person, information about the previous Board meetings attended by the independent Director, the objections raised by the independent Director, and the responses of the Board, etc.</p>
<p><b>Article 174</b> Independent Directors shall provide the Board or the shareholders' general meeting with independent opinions on the following matters:</p> <p>...</p> <p>(IV) legitimacy and fairness of significant related party transactions of the Bank;</p> <p>...</p> <p>(VII) appointment or dismissal of external auditor;</p> <p>...</p>	<p><del><b>Article 174</b></del><b>Article 170</b> Independent Directors shall provide the Board or the shareholders' <del>general</del> meeting with independent opinions on the following matters:</p> <p>...</p> <p>(IV) <del>legitimacy and fairness of</del> significant related party transactions <del>of the Bank</del>;</p> <p>...</p> <p>(VII) appointment or dismissal of <del>external auditor</del> <u>the accounting firm that conducts regular statutory audits of the Bank's financial reports</u>;</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 178</b> The Board or the Board of Supervisors has the right to propose to the shareholders' general meeting to replace or dismiss an independent Director if he:</p> <p>...</p>	<p><del>Article 178</del><b>Article 174</b> The Board <del>or the Board of Supervisors</del> has the right to propose to the shareholders' <b>general</b> meeting to replace or dismiss an independent Director if he:</p> <p>...</p>
<p><b>Article 179</b> A proposal made by the Board or the Board of Supervisors for dismissal and replacement of an independent Director shall be approved by more than two-thirds of all the Directors or Supervisors by voting before it is submitted to shareholders' general meeting for consideration. If either the Board or the Board of Supervisors has passed the proposal for dismissal and replacement of an independent Director, the other party may jointly submit the same proposal after adoption of the said proposal.</p> <p>Before the above proposal is submitted to the shareholders' general meeting, the independent Director to be dismissed or replaced may give a statement or explanation to the Board or the Board of Supervisors, which shall convene an interim meeting to hear such statement and explanation before convening of the shareholders' general meeting.</p>	<p><del>Article 179</del><b>Article 175</b> A proposal made by the Board <del>or the Board of Supervisors</del> for dismissal and replacement of an independent Director shall be approved by more than two-thirds of all the Directors<del>or Supervisors</del> by voting before it is submitted to shareholders' <b>general</b> meeting for consideration.<del>If either the Board or the Board of Supervisors has passed the proposal for dismissal and replacement of an independent Director, the other party may jointly submit the same proposal after adoption of the said proposal.</del></p> <p>Before the above proposal is submitted to the shareholders' <del>general</del> meeting, the independent Director to be dismissed or replaced may give a statement or explanation to the Board <del>or the Board of Supervisors</del>, which shall convene an interim meeting to hear such statement and explanation before convening of the shareholders' <b>general</b> meeting.</p>
<p><b>Article 180</b> Where the Board or the Board of Supervisors makes a proposal for dismissal and replacement of an independent Director, they shall report to the national financial regulatory institution and other relevant regulatory authorities one month before convening of shareholders' general meeting and give a notice to the independent Director to be dismissed or replaced. The said notice shall contain all the contents of the proposal. The independent Director to be dismissed or replaced has the right to state his opinions orally or in writing before voting at the shareholders' general meeting, and has the right to submit the opinions to the national financial regulatory institution five days before convening of the shareholders' general meeting. The shareholders' general meeting shall vote after deliberating the opinions of the independent Director according to law.</p>	<p><del>Article 180</del><b>Article 176</b> Where the Board <del>or the Board of Supervisors</del> makes a proposal for dismissal and replacement of an independent Director, they shall report to the national financial regulatory institution and other relevant regulatory authorities one month before convening of shareholders' <b>general</b> meeting and give a notice to the independent Director to be dismissed or replaced. The said notice shall contain all the contents of the proposal. The independent Director to be dismissed or replaced has the right to state his opinions orally or in writing before voting at the shareholders' <b>general</b> meeting, and has the right to submit the opinions to the national financial regulatory institution five days before convening of the shareholders' <b>general</b>——meeting. The shareholders' <del>general</del> meeting shall vote after deliberating the opinions of the independent Director according to law.</p>



Original Articles	Revised Articles
<p><b>Article 182</b> The Bank shall have a Board, which shall be accountable to the shareholders' general meeting. The Board of the Bank shall comprise 11 Directors, including 3 executive Directors and 8 non-executive Directors (including 4 independent Directors).</p> <p>Executive Directors are Directors who hold senior management positions in addition to serving as Director in the Bank. Non-executive Directors are Directors who do not hold any position other than a Director in the Bank and does not assume the responsibilities of senior management.</p>	<p><del>Article 182</del><b>Article 178</b> The Bank shall have a Board, which shall be accountable to the shareholders' <del>general</del> meeting. The Board of the Bank shall comprise 11 <u>to 15</u> Directors, <del>including 3 executive Directors and 8 non-executive Directors (including 4 independent Directors)</del>. <u>The total number of independent Directors shall not be less than 3 and not less than one-third of the total number of Directors. The total number of the Directors who concurrently hold the position of president or other senior management and the Directors who are employee representatives shall not exceed half of the total number of Directors of the Bank.</u></p> <p>Executive Directors are Directors who hold senior management positions in addition to serving as Director in the Bank. <u>Employee Directors are Directors who are representatives of the Bank's employees.</u> Non-executive Directors are Directors who do not hold any position other than a Director in the Bank and does not assume the responsibilities of senior management.</p>

Original Articles	Revised Articles
<p><b>Article 184</b> The Board shall exercise the following functions and powers:</p> <p>...</p> <p>(V) to formulate the Bank's annual budgets, final accounting schemes, profit distribution plans and loss recovery plans;</p> <p>(VI) to formulate the plan for material acquisitions, acquisition of shares of the Bank, the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p>...</p> <p>(XVI) to propose to the shareholders' general meeting the engagement or replacement of an accounting firm for the audit of the Bank's accounts, and to make explanations to the shareholders' general meeting in relation to the nonstandard audit opinions produced by certified public accountants on the financial reports of the Bank;</p> <p>...</p>	<p><del>Article 184</del><b>Article 180</b> The Board shall exercise the following functions and powers:</p> <p>...</p> <p>(V) to <del>formulate</del> <b>consider and approve</b> the Bank's annual budgets, final accounting schemes;;</p> <p><b>(VI) to formulate the bank's</b> profit distribution plans and loss recovery plans;, <del>(VI)</del>-to formulate the plan for material acquisitions, acquisition of shares of the Bank, the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p>...</p> <p>(XVI) <del>to</del>-propose to the shareholders' <b>general</b> meeting the engagement or <b>replacement dismissal</b> of an accounting firm <b>responsible</b> for <del>the conducting the regular statutory</del> audit of the Bank's <b>financial reports</b>, and to make explanations to the shareholders' <b>general</b> meeting in relation to the nonstandard audit opinions produced by certified public accountants on the financial reports of the Bank;</p> <p>...</p>
<p><b>Article 188</b> Board meetings include regular meetings and interim meetings. Regular Board meetings shall be held at least once a quarter and at least four times every year, and shall be convened and presided over by the chairman, with the notice of meeting sent in writing to all Directors and Supervisors at least 14 days in advance.</p>	<p><del>Article 188</del><b>Article 184</b> Board meetings include regular meetings and interim meetings. Regular Board meetings shall be held at least once a quarter and at least four times every year, and shall be convened and presided over by the chairman, with the notice of meeting sent in writing to all Directors <del>and Supervisors</del> at least 14 days in advance.</p>

Original Articles	Revised Articles
<p><b>Article 189</b> Interim Board meetings may be convened upon proposal by shareholders representing more than one tenth of the total voting rights, by more than two independent Directors, by more than one third of the Directors, by the Board of Supervisors and the chairman when they consider necessary. The chairman shall convene and preside over a Board meeting within ten (10) days after receipt of the proposal.</p>	<p><del>Article 189</del><b>Article 185</b> Interim Board meetings may be convened upon proposal by shareholders representing more than one tenth of the total voting rights, by more than two independent Directors, by more than one third of the Directors, by the <del>Board of Supervisors</del><b>Audit Committee</b> and the chairman when they consider necessary. The chairman shall convene and preside over a Board meeting within ten (10) days after receipt of the proposal.</p>
<p><b>Article 190</b> A notice of Board meeting shall be sent in writing, including by mail (including email), fax and/or personal delivery. A notice shall be sent to all Directors and Supervisors five days before an interim Board meeting is convened.</p> <p>...</p>	<p><del>Article 190</del><b>Article 186</b> A notice of Board meeting shall be sent in writing, including by mail (including email), fax and/or personal delivery. A notice shall be sent to all Directors <del>and Supervisors</del> five days before an interim Board meeting is convened.</p> <p>...</p>
<p><b>Article 192</b> A Board meeting shall be attended by more than half of the Directors. Board meetings may be held on site and in the form of written circular. Telephone meetings or video meetings shall also be deemed as on-site meetings as long as the parties can hear and fully communicate with each other. Any Director who attends a Board meeting via teleconferencing or videoconferencing shall be deemed as having attended the meeting.</p>	<p><del>Article 192</del><b>Article 188</b> A Board meeting shall be attended by more than half of the Directors. Board meetings may be held on site and in the form of written circular <b>for signature</b>. Telephone meetings or video meetings shall also be deemed as on-site meetings as long as the parties can hear and fully communicate with each other. Any Director who attends a Board meeting via teleconferencing or videoconferencing shall be deemed as having attended the meeting.</p>

Original Articles	Revised Articles
<p><b>Article 194</b> If any Director has connection with the enterprise involved in the resolution made at a Board meeting, the said Director shall not vote on the said resolution for himself or on behalf of other Directors. A Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non-connected directors. If the number of non-connected Directors attending the meeting is less than three, the matter shall be submitted to the shareholders' general meeting for consideration. A Director shall not vote on the contract, arrangement or any other proposals with which he or any associates of his has material interest, and such Director shall not be counted into the quorum of the meeting.</p>	<p><del><b>Article 194</b></del><b>Article 190</b> If any Director has connection with the enterprise <u>or individual</u> involved in the resolution made at a Board meeting, <u>the Director shall promptly report to the Board in writing.</u> <del>†</del>The said <u>connected</u> Director shall not vote on the said resolution for himself or on behalf of other Directors. A Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non-connected directors. If the number of non-connected Directors attending the meeting is less than three, the matter shall be submitted to the shareholders' <del>general</del>meeting for consideration. A Director shall not vote on the contract, arrangement or any other proposals with which he or any associates of his has material interest, and such Director shall not be counted into the quorum of the meeting.</p>
<p><b>Article 195</b> Voting on Board meetings may be conducted by open ballot.</p> <p>...</p>	<p><del><b>Article 195</b></del><b>Article 191</b> <del>Voting on Board meetings may be conducted by open ballot.</del> <u>The resolution of the Board of Directors may be voted at on-site meetings or via written signature.</u></p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 196</b> For a Board meeting, a vote may be taken by voting at the meeting (including video conferencing) and by correspondence. In the case of voting by correspondence, the following conditions and procedures shall be met:</p> <p>(I) the issues to be voted on by such method are notified to all Directors three days in advance, and relevant background information of topics for discussion and other information and data are provided to facilitate the Directors' decision making;</p> <p>(II) relevant issues are voted on separately instead of collectively by Directors;</p> <p>(III) voting by such method is necessary, and the proposal for voting by such method shall specify the reason for voting by correspondence and that taking such form of voting complies with the Articles of Association or the Rules of Procedure for Board Meetings;</p> <p>(IV) an effective time limit shall be specified for voting by correspondence. Any Director who does not cast a vote within the specified effective time limit shall be deemed as absent from the meeting.</p>	<p><del>Article 196</del> For a Board meeting, a vote may be taken by voting at the meeting (including video conferencing) and by correspondence. In the case of voting by correspondence, the following conditions and procedures shall be met:</p> <p><del>(I) the issues to be voted on by such method are notified to all Directors three days in advance, and relevant background information of topics for discussion and other information and data are provided to facilitate the Directors' decision making;</del></p> <p><del>(II) relevant issues are voted on separately instead of collectively by Directors;</del></p> <p><del>(III) voting by such method is necessary, and the proposal for voting by such method shall specify the reason for voting by correspondence and that taking such form of voting complies with the Articles of Association or the Rules of Procedure for Board Meetings;</del></p> <p><del>(IV) an effective time limit shall be specified for voting by correspondence. Any Director who does not cast a vote within the specified effective time limit shall be deemed as absent from the meeting.</del></p>
<p><b>Article 198</b> The Board shall file resolutions of the meeting as minutes, which shall be signed by the attending Directors and the minutes recorder. The Directors with different opinions on the meeting minutes may make additional remarks when affixing signatures. The minutes of Board meetings shall be kept permanently as archives of the Bank.</p> <p>...</p>	<p><del>Article 198</del><b>Article 193</b> The Board shall file resolutions of the <u>on-site</u> meeting as minutes, which shall be signed by the attending Directors and the minutes recorder. The Directors with different opinions on the meeting minutes may make additional remarks when affixing signatures. The minutes of Board meetings shall be kept permanently as archives of the Bank.</p> <p>...</p>
<p><b>Article 204</b> The vice chairman shall assist the chairman in performing his duties. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman. If the vice chairman is unable or fails to perform his duties, a director shall be elected jointly by more than half of the directors to perform such duties.</p>	<p><del>Article 204</del><b>Article 199</b> The vice chairman shall assist the chairman in performing his duties. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman. If the vice chairman is unable or fails to perform his duties, a director shall be elected jointly by more than half of the directors to perform such duties.</p>

Original Articles	Revised Articles
<p><b>Article 208</b> The related party transactions are classified into material related party transactions and general related party transactions.</p> <p>...</p> <p>General related party transactions shall be reviewed in accordance with the internal management system and authorization procedures, and reported to related party transactions supervision committee for filing. Material related party transactions shall be reviewed by related party transactions supervision committee and shall be submitted to the Board for approval. Resolutions made at the Board meetings shall be approved by more than two-thirds of the non-related Directors. If the number of non-related Directors attending the Board meeting is less than three, it shall be submitted to the shareholders' general meeting for approval.</p>	<p><del>Article 208</del><b>Article 203</b> The related party transactions are classified into material related party transactions and general related party transactions.</p> <p>...</p> <p>General related party transactions shall be reviewed in accordance with the internal management system and authorization procedures, and reported to related party transactions supervision committee for filing. Material related party transactions shall be reviewed by related party transactions supervision committee and shall be submitted to the Board for approval. Resolutions made at the Board meetings shall be approved by more than two-thirds of the non-related Directors. If the number of non-related Directors attending the Board meeting is less than three, it shall be submitted to the shareholders' <del>general</del>-meeting for approval.</p> <p><u>Upon review by Related Party Transaction Control Committee, Related-party transactions with the Bank by the Directors and senior management and their close relatives, enterprises directly or indirectly controlled by the aforementioned persons, as well as parties who are otherwise related to the Directors and senior management, shall be submitted to the Board of Directors or the Shareholders' Meeting for approval in accordance with these Articles of Association. Where the subject of the aforementioned related-party transactions is the daily financial products, services, etc. provided by the Bank, and neither the amount of a single transaction nor the accumulated transaction amount reaches the standards for material related-party transactions, the Board of Directors or the Shareholders' Meeting may make a unified resolution for such related-party transactions.</u></p>

Original Articles	Revised Articles
(New Article)	<p data-bbox="810 283 1359 512"><u>Article 205 The Bank abolishes the Board of Supervisors and Supervisors, and the functions and powers of the Board of Supervisors as stipulated by the Company Law and regulatory systems will be performed by the Audit Committee:</u></p> <p data-bbox="810 561 1359 591"><u>(I) to examine the Bank's financial position;</u></p> <p data-bbox="810 640 1359 910"><u>(II) to supervise the conduct of the directors and senior management in the performance of their duties, and to make recommendations for the dismissal of any directors and senior management who violated the laws, administrative regulations, the Articles or resolutions of the shareholders' meeting;</u></p> <p data-bbox="810 959 1359 1151"><u>(III) to require rectifications by directors and senior management members if such director or senior management members has conducted acts that are detrimental to the interests of the Bank;</u></p> <p data-bbox="810 1200 1359 1470"><u>(IV) to propose the convening of an extraordinary shareholders' meeting and to convene and preside over the shareholders' meeting when the Board of Directors fails to fulfil its duties of convening and presiding over the shareholders' meeting stipulated by the Law;</u></p> <p data-bbox="810 1519 1359 1591"><u>(V) to submit proposals to the shareholders' meeting;</u></p> <p data-bbox="810 1640 1359 1713"><u>(VI) to sue directors or senior management pursuant to the Company Law;</u></p> <p data-bbox="810 1761 1359 1953"><u>(VII) Other functions and powers required by laws, administrative regulations, rules, regulatory requirements, rules governing securities of the place where the shares of the Bank are listed and the Articles.</u></p>



Original Articles	Revised Articles
<p><b>Article 214</b> A Director or senior management officer of the Bank may serve concurrently as secretary to the Board of directors, but a Supervisor of the Bank is not allowed to do so. A certified public accountant of the accounting firm or a lawyer of the law firm engaged by the Bank shall not serve concurrently as secretary to the Board.</p>	<p><del>Article 214</del><b>Article 210</b> A Director or senior management officer of the Bank may serve concurrently as secretary to the Board of directors, but <del>a Supervisor</del><b>members of the audit committee</b> of the Bank is not allowed to do so. A certified public accountant of the accounting firm or a lawyer of the law firm engaged by the Bank shall not serve concurrently as secretary to the Board.</p>
<p><b>Article 216</b></p> <p>...</p> <p>The senior management shall be accountable to the Board and supervised by the Board of Supervisors, and shall report the operation and management of the company and provide relevant information in a timely, accurate and complete manner as required by the Board and the Board of Supervisors.</p> <p>...</p>	<p><del>Article 216</del><b>Article 212</b></p> <p>...</p> <p>The senior management shall be accountable to the Board and supervised by the <del>Board of Supervisors</del><b>Audit Committee</b>, and shall report the operation and management of the company and provide relevant information in a timely, accurate and complete manner as required by the Board and the <del>Board of Supervisors</del><b>Audit Committee</b>.</p> <p>...</p>
<p><b>Article 217</b> The circumstances set out in Article 151 of the Articles of Association disqualifying a person as director of the Bank shall also apply to senior management officers of the Bank.</p> <p>...</p>	<p><del>Article 217</del><b>Article 213</b> The circumstances set out in <del>Article 151</del><b>Article 146</b> of the Articles of Association disqualifying a person as director of the Bank <b>and Article 155 of the Articles of Association regarding the procedures for the departure of directors</b> shall also apply to senior management officers of the Bank.</p> <p>...</p>
<p><b>Article 221</b> The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>...</p> <p>(XIII) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the national financial regulatory institution, the Board and the Board of Supervisors;</p> <p>...</p>	<p><del>Article 221</del><b>Article 217</b> The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>...</p> <p>(XIII) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the national financial regulatory institution, the Board<del>and the Board of Supervisors</del>;</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 222</b> The operational and management activities conducted by the senior management officers within their functions and powers shall not be intervened. If the Directors or the chairman intervene(s) in the senior management officers' operation and management, the senior management officers shall have the right to request the Board of Supervisors to stop the said intervention and report to relevant regulatory authorities of the state.</p>	<p><del>Article 222</del><b>Article 218</b> The operational and management activities conducted by the senior management officers within their functions and powers shall not be <u>improperly</u> intervened <u>by shareholders and Directors</u>. <del>If the Directors or the chairman intervene(s) in the senior management officers' operation and management, the senior management officers shall have the right to request the Board of Supervisors to stop the said intervention and report to relevant regulatory authorities of the state.</del></p>
<p><b>Article 223</b> The president shall formulate Terms of Reference of the President, which shall come into effect upon approval by the Board. The Terms of Reference of the President shall include the following:</p> <p>...</p> <p>(III) use of the Bank's funds and assets, authority for entering into material contracts and the system of reporting to the Board and the Board of Supervisors;</p> <p>...</p>	<p><del>Article 223</del><b>Article 219</b> The president shall formulate Terms of Reference of the President, which shall come into effect upon approval by the Board. The Terms of Reference of the President shall include the following:</p> <p>...</p> <p>(III) use of the Bank's funds and assets, authority for entering into material contracts and the system of reporting to the Board <b>and the Board of Supervisors</b>;</p> <p>...</p>
<p><b>Article 225</b> The senior management shall accept the supervision of the Board of Supervisors, timely inform the Board of Supervisors of the business performance, important contracts, financial status, risk status and business prospects of the Bank, and actively cooperate in the inspection, audit and other activities conducted by the Board of Supervisors within its terms of reference.</p>	<p><del>Article 225</del><b>Article 221</b> The senior management shall accept the supervision of <del>the Board of Supervisors</del> <b>the audit committee</b>, timely inform <del>the Board of Supervisors</del> <b>the audit committee</b> of the business performance, important contracts, financial status, risk status and business prospects of the Bank, and actively cooperate in the inspection, audit and other activities conducted by <del>the Board of Supervisors</del> <b>the audit committee</b> within its terms of reference.</p>

Original Articles	Revised Articles
The whole “Chapter 7 Board of Supervisors” will be deleted, and the serial numbers of subsequent chapters will be automatically changed	
Due to the deletion of “Chapter 7 Board of Supervisors”, the serial number of the original “Chapter 8 Qualifications and Obligations of the Directors, Supervisors and Senior Management” has been changed to “Chapter 7 Qualifications and Obligations of the Directors and Senior Management”. Meanwhile, as the Bank ceases to have the positions of supervisor, the “Supervisor(s)” and “Board of Supervisors” in this chapter have been deleted completely	
<b>Article 269</b> Directors, Supervisors and senior management shall observe laws, administrative regulations and the Articles of Association, shall fulfill the obligation of honesty and diligence to the Bank, and shall not abuse their official powers to seek bribes or other unlawful gains or expropriate the Bank’s property.	<del><b>Article 269</b> Directors, Supervisors and senior management shall observe laws, administrative regulations and the Articles of Association, shall fulfill the obligation of honesty and diligence to the Bank, and shall not abuse their official powers to seek bribes or other unlawful gains or expropriate the Bank’s property.</del>
<b>Article 275</b> The fiduciary duties of the Directors, Supervisors and senior management of the Bank shall not end with the termination of their tenure. The duty of confidentiality in respect of trade secrets of the Bank shall continue after the termination of their tenure until such trade secrets become publicly known. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination of office and the act concerned and the circumstances and the terms under which the relationship between the Bank and them was terminated.	<del><b>Article 275</b> The fiduciary duties of the Directors, Supervisors and senior management of the Bank shall not end with the termination of their tenure. The duty of confidentiality in respect of trade secrets of the Bank shall continue after the termination of their tenure until such trade secrets become publicly known. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination of office and the act concerned and the circumstances and the terms under which the relationship between the Bank and them was terminated.</del>

Original Articles	Revised Articles
<p><b>Article 287</b> Institutional setup of the party committee of the Bank: the Bank shall establish a party committee, which shall perform duties in accordance with the Constitution of Communist Party of China and other rules and regulations within the party. The party committee shall consist of 5 to 9 members, with a maximum of 11 members (including 1 secretary and 1 to 2 deputy secretaries) and several other members. Qualified party committee members may enter the Board, Board of Supervisors or senior management of the Bank according to legal procedures, and qualified party members in the Board, Board of Supervisors and senior management may enter the party committee according to relevant regulations and procedures. Party committee members who take seat in the Board, the Board of Supervisors or senior management should strictly implement the decisions of the party committee. The party committee of the Bank shall establish the grassroots committee of the party at respective levels in accordance with the relevant requirements with a view to improve the party's organization at primary level.</p> <p>Meanwhile, the Bank has established the Inspection and Supervision Team of the Bank of Jiujiang of the Jiujiang Municipal Supervisory Committee of the CPC, directly under the leadership of the Jiujiang Municipal Supervisory Committee.</p>	<p><del>Article 287</del><b>Article 240</b> Institutional setup of the party committee of the Bank: the Bank shall establish a party committee, which shall perform duties in accordance with the Constitution of Communist Party of China and other rules and regulations within the party. The party committee shall consist of 5 to 9 members, with a maximum of 11 members (including 1 secretary and 1 to 2 deputy secretaries) and several other members. Qualified party committee members may enter the Board, <del>Board of Supervisors</del> or senior management of the Bank according to legal procedures, and qualified party members in the Board, <del>Board of Supervisors</del> and senior management may enter the party committee according to relevant regulations and procedures. Party committee members who take seat in the Board, <del>the Board of Supervisors</del> or senior management should strictly implement the decisions of the party committee. The party committee of the Bank shall establish the grassroots committee of the party at respective levels in accordance with the relevant requirements with a view to improve the party's organization at primary level.</p> <p>Meanwhile, the Bank has established the Inspection and Supervision Team of the Bank of Jiujiang of the Jiujiang Municipal Supervisory Committee of the CPC, directly under the leadership of the Jiujiang Municipal Supervisory Committee.</p>

Original Articles	Revised Articles
<p><b>Article 288</b> The party committee of the Bank shall perform duties in accordance with party regulations such as the Party Constitution and based on the principle of democratic centralism, discuss and determine matters of significance of the Bank, and act as the political nucleus. Major operating and management matters shall be studied and discussed by the party committee and then determined by the Board or management. The main responsibilities of the party committee of the Bank are as follows:</p> <p>...</p> <p>(III) study and discuss stable reform and development as well as material operating and management issues or major issues related to the interests of our staff, support the Board, Board of Supervisors and senior management of the Bank in exercising their functions and powers in accordance with the law and support the employee representative meeting in carrying out works;</p> <p>...</p>	<p><del>Article 288</del><b>Article 241</b> <u>The Bank adheres to the organic unity of strengthening the leadership of the Party and improving corporate governance. The party committee holds a statutory position in our corporate governance structure, conducts preliminary research on major operation and management issues, focuses on major issues concerning the fundamentality, direction, long-lasting and wholeness of the Bank's development, and formulates a "three importance and one large" decision-making system and a list of powers and responsibilities, thereby clarifying the scope, organization, rules of procedure and disciplines for discussion, as well as implementation and supervision of decision-making matters, of the party committee.</u></p> <p>The party committee of the Bank shall perform duties in accordance with party regulations such as <del>the Party Constitution</del> <u>Constitution of the Communist Party of China</u> and based on the principle of democratic centralism, discuss and determine matters of significance of the Bank, and act as the political nucleus. Major operating and management matters shall be studied and discussed by the party committee and then determined by the Board or management. The main responsibilities of the party committee of the Bank are as follows:</p> <p>...</p> <p>(III) study and discuss stable reform and development as well as material operating and management issues or major issues related to the interests of our staff, support the Board, <del>Board of Supervisors</del> and senior management of the Bank in exercising their functions and powers in accordance with the law and support the employee representative meeting in carrying out works;</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 296</b> The financial reports of the Bank shall be kept in the Bank and accessible to the shareholders at least 20 days before convening of the annual general meeting. Every shareholder of the Bank shall have the right to access the aforesaid financial reports.</p> <p>Except as otherwise provided in the Articles of Association, the Bank shall, at least 21 days before convening of the annual general meeting, send the aforesaid reports or directors' report, balance sheet and income statement or statement of income and expenditure to each holders of overseas listed foreign shares by postage-paid mail at the addresses registered in the register of shareholders. If the laws, regulations or securities regulatory authorities at the place where the Bank's shares are listed have special provisions, such provisions shall apply.</p>	<p><del>Article 296</del><b>Article 249</b> The financial reports of the Bank shall be kept in the Bank and accessible to the shareholders at least 20 days before convening of the annual general meeting. Every shareholder of the Bank shall have the right to access the aforesaid financial reports.</p> <p>Except as otherwise provided in the Articles of Association, the Bank shall, at least 21 days before convening of the annual general meeting, send the aforesaid reports or directors' report, balance sheet and income statement or statement of income and expenditure to each holders of overseas listed foreign shares by postage-paid mail <b><u>or by electronic means</u></b> at the addresses registered in the register of shareholders <b><u>or the email addresses provided by shareholders</u></b>. If the laws, regulations or securities regulatory authorities at the place where the Bank's shares are listed have special provisions, such provisions shall apply.</p>
<p><b>Article 302</b></p> <p>...</p> <p>If the shareholders' general meeting, in violation of the provision in the preceding paragraph, distributes profits to shareholders before recovering losses and withdrawing statutory surplus reserve, or distributes profits to shareholders in violation of others laws, administrative regulations, rules and regulatory requirements, the shareholders shall return the profits thus distributed to them to the Bank.</p> <p>...</p>	<p><del>Article 302</del><b>Article 255</b></p> <p>...</p> <p>If the shareholders' <b><del>general</del></b> meeting, in violation of the provision in the preceding paragraph, distributes profits to shareholders before recovering losses and withdrawing statutory surplus reserve, or distributes profits to shareholders in violation of others laws, administrative regulations, rules and regulatory requirements, the shareholders shall return the profits thus distributed to them to the Bank; <b><u>If any loss is caused to the Bank, the shareholders, the responsible directors and senior managers shall be liable for compensation.</u></b></p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 303</b> The reserve fund of the Bank shall be used for making up the losses, expanding the scale of operation or increasing capital of the Bank. However, the capital reserve shall not be used to recover the losses of the Bank.</p> <p>When statutory surplus reserve is converted into registered capital, the amount of the said reserve left shall not be less than 25% of the registered capital of the Bank before such conversion.</p>	<p><del>Article 303</del><b>Article 256</b> The reserve fund of the Bank shall be used for making up the losses, expanding the scale of operation or increasing capital of the Bank. <del>However, the capital reserve shall not be used to</del> When recovering the losses of the Bank with reserve, <u><b>discretionary reserve and statutory surplus reserve shall be used first; if not sufficient, the capital reserve fund can be used in accordance with regulations.</b></u></p> <p>When statutory surplus reserve is converted <del>into</del> <u><b>to enlarge the</b></u> registered capital, the amount of the said reserve left shall not be less than 25% of the registered capital of the Bank before such conversion.</p>
<p><b>Article 307</b> The dividend distribution policy of the Bank shall focus on generating reasonable returns on investment made by investors. Continuity and stability shall be maintained with the profit distribution policy, which is conducive to the long-term development of the Bank. The Bank shall distribute dividends in the profit-making year. The Bank's profit distribution shall neither exceed the range of the accumulated distributable profits nor harm the sustainable operation capability of the Bank. The Board, the Board of Supervisors and the shareholders' general meeting of the Bank shall fully consider the opinions of independent Directors and public investors in the decision-making and demonstration process of the profit distribution policy.</p> <p>...</p>	<p><del>Article 307</del><b>Article 260</b> The dividend distribution policy of the Bank shall focus on generating reasonable returns on investment made by investors. Continuity and stability shall be maintained with the profit distribution policy, which is conducive to the long-term development of the Bank. The Bank shall distribute dividends in the profit-making year. The Bank's profit distribution shall neither exceed the range of the accumulated distributable profits nor harm the sustainable operation capability of the Bank. The Board, the <del>Board of Supervisors</del> <u><b>Audit Committee</b></u> and the shareholders' <del>general</del> meeting of the Bank shall fully consider the opinions of independent Directors and public investors in the decision-making and demonstration process of the profit distribution policy.</p> <p>...</p>



Original Articles	Revised Articles
<p>(IV) if the Bank needs to adjust its profit distribution policy according to its production &amp; operation conditions, investment plans and long-term development needs, it shall seek consent of more than two thirds of all independent Directors and submit such adjustment to the shareholders' general meeting for deliberation after consideration by the Board and the Board of Supervisors of the Bank;</p> <p>...</p> <p>(VI) the profit distribution plan of the Bank shall be submitted to the shareholders' general meeting for deliberation and approval after deliberation by the Board and the Board of Supervisors; the Bank shall listen to the opinions of public investors when deliberating on the proposals for profit distribution policies and profit distribution plans at the shareholders' general meeting.</p>	<p>(IV) if the Bank needs to adjust its profit distribution policy according to its production &amp; operation conditions, investment plans and long-term development needs, it shall seek consent of more than two thirds of all independent Directors and submit such adjustment to the shareholders' <del>general</del> meeting for deliberation after consideration by the Board and the <del>Board of Supervisors</del> <u>Audit Committee</u> of the Bank;</p> <p>...</p> <p>(VI) the profit distribution plan of the Bank shall be submitted to the shareholders' <del>general</del> meeting for deliberation and approval after deliberation by the Board and the <del>Board of Supervisors</del> <u>Audit Committee</u>; the Bank shall listen to the opinions of public investors when deliberating on the proposals for profit distribution policies and profit distribution plans at the shareholders' <del>general</del> meeting.</p>
<p><b>Article 309</b> The internal audit system of the Bank and auditors' duties shall be subject to the approval of the Board. The person-in-charge of audit shall be accountable to the Board and report his work to the same, and shall be subject to the supervision by the Board of Supervisors at the same time. The person-in-charge of audit shall be appointed or dismissed by the Board.</p>	<p><del><b>Article 309</b></del><b>Article 262</b> The internal audit system of the Bank and auditors' duties shall be subject to the approval of the Board. The person-in-charge of audit shall be accountable to the Board and report his work to the same, and shall be subject to the supervision by the <del>Board of Supervisors</del> <u>Audit Committee</u> at the same time. The person-in-charge of audit shall be appointed or dismissed by the Board.</p>
<p><b>Article 310</b> The Bank shall appoint a qualified independent accounting firm to audit the annual financial reports and other financial reports of the Bank.</p> <p>The term of engagement of an accounting firm appointed by the Bank shall start from the closing of this annual general meeting and end at the closing of the next annual general meeting.</p> <p>If there is a vacancy in the position of accounting firm, the Board may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. During the said vacancy, if the Bank has any incumbent accounting firm, the said accounting firm may still fulfil its duties.</p>	<p><del><b>Article 310</b></del><b>Article 263</b> The Bank shall appoint a qualified independent accounting firm to audit the annual financial reports and other financial reports of the Bank.</p> <p>The term of engagement of an accounting firm appointed by the Bank shall start from the closing of this annual <u>shareholders' general</u> meeting and end at the closing of the next annual <u>shareholders' general</u> meeting.</p> <p><del>If there is a vacancy in the position of accounting firm, the Board may appoint an accounting firm to fill such vacancy before the convening of the shareholders' general meeting. During the said vacancy, if the Bank has any incumbent accounting firm, the said accounting firm may still fulfil its duties.</del></p>

Original Articles	Revised Articles
<p><b>Article 313</b> The remuneration of the accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders' general meeting. The remuneration of the accounting firm appointed by the Board shall be determined by the Board.</p>	<p><del><b>Article 313</b></del><u><b>Article 266</b></u> The remuneration of the accounting firm <del>or the manner in which such firm is to be remunerated</del> shall be determined by the shareholders' <del>general</del> meeting. The remuneration of the accounting firm appointed by the Board shall be determined by the Board.</p>
<p><b>Article 320</b> The notice of the Bank may be served as follows:</p> <p>...</p> <p>Notwithstanding the requirements otherwise provided in the Articles of Association with respect to the form of issuance or notification of any documents, notices and any other communications, and subject to the relevant provisions of securities regulatory authorities at the place where the Bank's shares are listed, the Bank may elect to issue its corporate communications in the form as provided in item (IV) of Paragraph 1 of this Article in lieu of delivering its corporate communications in written form to all of the holders of its overseas listed foreign shares by hand or prepaid post. The abovementioned corporate communications shall refer to any documents issued or to be issued by the Bank for the information or action of the shareholders, including but not limited to annual report (together with annual financial reports), interim report (together with interim financial reports), directors' report (together with balance sheet and income statement), notice of shareholders' general meeting, circular and other corporate communications.</p>	<p><del><b>Article 320</b></del><u><b>Article 273</b></u> The notice of the Bank may be served as follows:</p> <p>...</p> <p>Notwithstanding the requirements otherwise provided in the Articles of Association with respect to the form of issuance or notification of any documents, notices and any other communications, and subject to the relevant provisions of securities regulatory authorities at the place where the Bank's shares are listed, the Bank may elect to issue its corporate communications in the form as provided in item (IV) of Paragraph 1 of this Article in lieu of delivering its corporate communications <del>in written form</del> to all of the holders of its overseas listed foreign shares by hand or prepaid post <u>or electronic means</u>. The abovementioned corporate communications shall refer to any documents issued or to be issued by the Bank for the information or action of the shareholders, including but not limited to annual report (together with annual financial reports), interim report (together with interim financial reports), directors' report (together with balance sheet and income statement), notice of shareholders' <del>general</del> meeting, circular and other corporate communications.</p>
<p><b>Article 322</b> Notice of shareholders' general meeting of the Bank shall be served by notice or announcement.</p> <p>The notice of meetings of the Board and the Board of Supervisors shall be served by personal delivery, mail (including email) and fax.</p>	<p><del><b>Article 322</b></del><u><b>Article 275</b></u> Notice of shareholders' <del>general</del> meeting of the Bank shall be served by notice or announcement.</p> <p>The notice of meetings of the Board <del>and the Board of Supervisors</del> shall be served by personal delivery, mail (including email) and fax.</p>

Original Articles	Revised Articles
(Newly added Article)	<b><u>Article 280</u></b> Where the price paid for a merger does not exceed 10% of the Bank's net assets, the merger may be resolved without a shareholders' meeting, unless otherwise provided for in the Articles of Association. <b><u>Where a merger of the Bank is not resolved by the shareholders' meeting in accordance with the preceding paragraph, it shall be resolved by the Board of Directors.</u></b>
<b>Article 328</b> If the Bank is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days after the adoption of the merger resolution and shall publish announcements in newspapers and on the Bank's website within 30 days. The creditors may require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors haven't received the notice.	<del><b>Article 328</b></del> <b>Article 282</b> If the Bank is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days after the adoption of the merger resolution and shall publish announcements in newspapers <b><u>or the National Enterprise Credit Information Publicity System</u></b> and on the Bank's website within 30 days. The creditors may require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors haven't received the notice.
<b>Article 330</b> Where there is a division of the Bank, its assets shall be divided accordingly.  In the event of a division of the Bank, the parties concerned shall enter into a division agreement and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of the date of the division resolution and shall publish a public announcement in newspapers and the Bank's website at least three times within 30 days of the date of the division resolution.	<del><b>Article 330</b></del> <b>Article 284</b> Where there is a division of the Bank, its assets shall be divided accordingly.  In the event of a division of the Bank, the parties concerned shall enter into a division agreement and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of the date of the division resolution and shall publish a public announcement in newspapers <b><u>or the National Enterprise Credit Information Publicity System</u></b> and the Bank's website <del>at least three times</del> within 30 days of the date of the division resolution.

Original Articles	Revised Articles
<p><b>Article 332</b> Where the Bank needs to decrease the registered capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Bank shall notify its creditors within 10 days after adoption of the resolution to decrease the registered capital and approval by the statutory examination &amp; approval authority, and shall publish a public announcement in newspapers and the Bank's website at least three times within 30 days. The creditors have the right to require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors haven't received the notice.</p> <p>The registered capital of the Bank after decrease of capital shall not be less than the statutory minimum amount.</p>	<p><del>Article 332</del><b>Article 286</b> Where the Bank <del>needs to decrease</del><u>reduces</u> the registered capital, it shall prepare a balance sheet and an inventory of assets.</p> <p>The Bank shall notify its creditors within 10 days after adoption of the resolution to decrease the registered capital <u>at the shareholders' meeting</u> and approval by the statutory examination &amp; approval authority, and shall publish a public announcement in newspapers <u>or the National Enterprise Credit Information Publicity System</u> and the Bank's website <del>at least three times</del> within 30 days. The creditors have the right to require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors haven't received the notice.</p> <p><del>The registered capital of the Bank after decrease of capital shall not be less than the statutory minimum amount. When the Bank reduces its registered capital, it shall reduce its capital contribution or shares in proportion to the capital contribution or shares held by shareholders, unless otherwise provided by laws or the Articles of Association.</del></p>
<p><b>Article 335</b> The Bank dissolves for the following reasons:</p> <p>...</p> <p>(VI) the Bank is legally declared insolvent due to its failure to repay debts as they become due.</p>	<p><del>Article 335</del><b>Article 289</b> The Bank dissolves for the following reasons:</p> <p>...</p> <p>(VI) the Bank is legally declared insolvent due to its failure to repay debts as they become due.</p> <p><u>Where any circumstance of dissolution in the preceding paragraph occurs, an announcement shall be published within ten days through the National Enterprise Credit Information Publicity System.</u></p>

Original Articles	Revised Articles
<p><b>Article 336</b> With regard to the occurrence of the situation described in sub-paragraph (I) of Article 335 in the Articles of Association, the Bank may continue to exist by amending the Articles of Association.</p> <p>Amendment to the Articles of Association pursuant to the preceding paragraph shall be subject to approval by 2/3 of the voting rights held by the shareholders attending the general meeting.</p>	<p><del>Article 336</del><b>Article 290</b> With regard to the occurrence of the situation described in sub-paragraphs (I), <b>(II)</b> of <del>Article 335</del><b>Article 289</b> in the Articles of Association <b>with assets not yet distributed to the shareholders</b>, the Bank may continue to exist by amending the Articles of Association <b>or upon resolution made by the shareholders' meeting</b>.</p> <p>Amendment to the Articles of Association <b>or resolution made by the shareholders' meeting</b> pursuant to the preceding paragraph shall be subject to approval by 2/3 of the voting rights held by the shareholders attending the <del>general</del><b>shareholders'</b> meeting.</p>
<p><b>Article 337</b> Where the Bank is required to be dissolved due to merger, division or other reasons stipulated by the Articles of Association, it shall apply to the national financial regulatory institution with the reasons for dissolution, plans for repayment of principal and interest of deposits and other debt repayment plans, and shall be dissolved upon approval of the national financial regulatory institution. A liquidation committee shall be set up according to law within 15 days of the Bank being dissolved pursuant to sub-paragraph (I), (II), (IV) and (V) of the preceding Article 335 of the Articles of Association. In the course of liquidation, which shall be subject to supervision by the national financial regulatory institution, debts such as principal and interests of deposits shall be repaid in time in accordance with the repayment plan. The liquidation committee shall comprise members determined by the Directors or the shareholders' general meeting. If the Bank fails to set up the liquidation committee within the period, the creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>...</p>	<p><del>Article 337</del><b>Article 291</b> Where the Bank is required to be dissolved due to merger, division or other reasons stipulated by the Articles of Association, it shall apply to the national financial regulatory institution with the reasons for dissolution, plans for repayment of principal and interest of deposits and other debt repayment plans, and shall be dissolved upon approval of the national financial regulatory institution.<del>A liquidation committee shall be set up according to law within 15 days of the</del><b>The Bank shall undergo liquidation when it is</b> being dissolved pursuant to sub-paragraph (I), (II), (IV) and (V) of the preceding <del>Article 335</del><b>Article 289</b> of the Articles of Association. <b>Directors shall be the liquidation obligors of the Bank and shall form a liquidation committee according to law within 15 days of the Bank being resolved to carry out the liquidation.</b> In the course of liquidation, which shall be subject to supervision by the national financial regulatory institution, debts such as principal and interests of deposits shall be repaid in time in accordance with the repayment plan. The liquidation committee shall comprise members determined by the Directors or the shareholders' <del>general</del> meeting.<del>If the Bank fails to set up the liquidation committee within the period, the creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and carry out liquidation. If the liquidation obligors fail to perform their liquidation obligations in a timely manner, causing losses to the Bank or its creditors, they shall be liable for compensation.</del></p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 338</b> The liquidation committee shall exercise the following powers during the liquidation period:</p> <p>...</p> <p>(VI) to deal with the surplus assets remaining after the debts of the Bank have been repaid;</p> <p>...</p>	<p><del>Article 338</del><b>Article 292</b> The liquidation committee shall exercise the following powers during the liquidation period:</p> <p>...</p> <p>(VI) to <del>deal with</del><b>distribute</b> the surplus assets remaining after the debts of the Bank have been repaid;</p> <p>...</p>
<p><b>Article 339</b> The liquidation committee shall notify all creditors within 10 days after its establishment and publish a public announcement in newspapers and the Bank's website at least three times within 60 days.</p> <p>...</p>	<p><del>Article 339</del><b>Article 293</b> The liquidation committee shall notify all creditors within 10 days after its establishment and publish a public announcement in newspapers <b>or the National Enterprise Credit Information Publicity System</b> and the Bank's website <del>at least three times</del> within 60 days.</p> <p>...</p>
<p><b>Article 340</b> After verifying the Bank's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan for the confirmation by the shareholders' general meeting or relevant competent authorities.</p> <p>...</p>	<p><del>Article 340</del><b>Article 294</b> After verifying the Bank's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan for the confirmation by the shareholders' <del>general</del> meeting or relevant competent authorities.</p> <p>...</p>
<p><b>Article 341</b> After the liquidation committee has verified the assets of the Bank and prepared a balance sheet and an inventory of assets, if it discovers that the Bank's assets are insufficient to repay its debts in full, it shall immediately apply to the people's court to declare the Bank bankrupt.</p> <p>After the Bank is declared bankrupt by the people's court, the liquidation committee shall hand over the liquidation matters to the people's court.</p>	<p><del>Article 341</del><b>Article 295</b> After the liquidation committee has verified the assets of the Bank and prepared a balance sheet and an inventory of assets, if it discovers that the Bank's assets are insufficient to repay its debts in full, it shall immediately apply to the people's court <del>to declare the Bank bankrupt for bankruptcy liquidation.</del></p> <p>After <del>the Bank is declared bankrupt by</del> the people's court <b>accepts the bankruptcy application</b>, the liquidation committee shall hand over the liquidation matters to <b>the bankruptcy administrator designated by</b> the people's court.</p>



Original Articles	Revised Articles
<p><b>Article 342</b> After completion of liquidation of the Bank, the liquidation committee shall prepare a liquidation report, an income statement and an account book in respect of the liquidation period and, after verification by the Chinese certified public accountants, shall submit the same to the shareholders' general meeting or relevant competent authority for confirmation. The liquidation committee shall, within 30 days after obtaining confirmation from the shareholders' general meeting or the relevant competent authority, submit the aforesaid documentation to the company registration authority, and apply to cancel registration and announce termination of the Bank.</p>	<p><del>Article 342</del><b>Article 296</b> After completion of liquidation of the Bank, the liquidation committee shall prepare a liquidation report, an income statement and an account book in respect of the liquidation period and, after verification by the Chinese certified public accountants, shall submit the same to the shareholders' <del>general</del> meeting or relevant competent authority for confirmation. The liquidation committee shall, within 30 days after obtaining confirmation from the shareholders' <del>general</del> meeting or the relevant competent authority, submit the aforesaid documentation to the company registration authority, and apply to cancel registration <del>and announce termination of the Bank.</del></p>
<p><b>Article 343</b> Members of the liquidation committee shall perform their duties with due diligence and carry out their liquidating obligations in accordance with the laws.</p> <p>Members of the liquidation committee shall not exploit their position to accept bribes or other illegal income or misappropriate the property of the Bank.</p> <p>Where any member of the liquidation committee causes any loss to the Bank or the creditors with will or serious negligence, the said member shall be liable for compensation.</p>	<p><del>Article 343</del><b>Article 297</b> Members of the liquidation committee shall perform their <del>duties with due diligence and carry out their</del> liquidating <u>duties</u> and <u>have fiduciary and diligence</u> obligations <del>in accordance with the laws.</del></p> <p><del>Members of the liquidation committee shall not exploit their position to accept bribes or other illegal income or misappropriate the property of the Bank.</del></p> <p>Where any member of the liquidation committee <u>fails to perform liquidation duties and causes losses to the Bank, the said member shall be liable for compensation; where he/she/they</u> causes any loss to <del>the Bank or</del> the creditors with will or serious negligence, the said member shall be liable for compensation.</p>
<p><b>Article 345</b> The Bank may amend the Articles of Association pursuant to the laws, administrative regulations and the Articles of Association. The Bank shall amend the Articles of Association in any of the following circumstances:</p> <p>...</p>	<p><del>Article 345</del><b>Article 299</b> The Bank may amend the Articles of Association pursuant to the laws, administrative regulations and the Articles of Association. The Bank <del>shall</del><u>will</u> amend the Articles of Association in any of the following circumstances:</p> <p>...</p>



Original Articles	Revised Articles
<p><b>Article 348</b> The Bank shall observe the following rules for settlement of disputes:</p> <p>(I) Where any dispute or claim of rights arises between a holder of overseas listed foreign shares and the Bank; or between a holder of overseas listed foreign shares and a Director, Supervisor and senior management of the Bank; or between a holder of overseas listed foreign shares and other shareholders, out of the rights and obligations prescribed in connection with the affairs of the Bank by the Articles of Association, the Company Law and other relevant laws and administrative regulations, the parties concerned shall submit such dispute or claim of rights to arbitration.</p> <p>Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim shall, where such person is the Bank, the shareholders, Directors, Supervisors or senior management of the Bank, agree with the arbitration.</p> <p>...</p>	<p><del>Article 348</del><b>Article 302</b> The Bank shall observe the following rules for settlement of disputes:</p> <p>(I) Where any dispute or claim of rights arises between a holder of overseas listed foreign shares and the Bank; or between a holder of overseas listed foreign shares and a Director,<del>Supervisor</del> and senior management of the Bank; or between a holder of overseas listed foreign shares and other shareholders, out of the rights and obligations prescribed in connection with the affairs of the Bank by the Articles of Association, the Company Law and other relevant laws and administrative regulations, the parties concerned shall submit such dispute or claim of rights to arbitration.</p> <p>Where a dispute or claim of rights referred to in the preceding paragraph is referred to arbitration, the entire claim or dispute must be referred to arbitration and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim shall, where such person is the Bank, the shareholders, Directors,<del>Supervisors</del> or senior management of the Bank, agree with the arbitration.</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 349</b> Definitions</p> <p>(I) the controlling shareholders shall refer to persons who possess one of the following conditions:</p> <p>1. when acting alone or acting in concert with other persons, such a person can elect more than half of the company's Directors;</p> <p>...</p> <p>(II) Substantial shareholders refer to the shareholders who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank or hold less than 5% of its total amount of capital or shares but have a significant impact upon the operation and management of the Bank.</p> <p>"Significant impact" referred to in the preceding paragraph includes but not limited to the designation of Directors, Supervisors or senior management of the Bank, affecting the Bank's financial, operational and management decisions through agreements or other means, and other circumstances identified by the national financial regulatory institution.</p> <p>...</p> <p>(IV) Related party relationship means the relation between the controlling shareholder, de facto controller, Directors, Supervisors, members of the senior management of the Bank and the enterprises under their direct or indirect control, and any other relationships that may lead to the transfer of interest of the Bank, provided however that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p> <p>...</p>	<p><del>Article 349</del><b>Article 303</b> Definitions</p> <p>(I) the controlling shareholders shall refer to persons who possess one of the following conditions:</p> <p>1. when acting alone or acting in concert with other persons, such a person can elect more than half of the company's Directors;</p> <p>...</p> <p>(II) Substantial shareholders refer to the shareholders who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank or hold less than 5% of its total amount of capital or shares but have a significant impact upon the operation and management of the Bank.</p> <p>"Significant impact" referred to in the preceding paragraph includes but not limited to the designation of Directors, <del>Supervisors</del> or senior management of the Bank, affecting the Bank's financial, operational and management decisions through agreements or other means, and other circumstances identified by the national financial regulatory institution.</p> <p>...</p> <p>(IV) Related party relationship means the relation between the controlling shareholder, de facto controller, Directors, <del>Supervisors</del>, members of the senior management of the Bank and the enterprises under their direct or indirect control, and any other relationships that may lead to the transfer of interest of the Bank, provided however that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.</p> <p>...</p>

Original Articles	Revised Articles
<b>Article 350</b> The Board may formulate rules of articles of association in accordance with the Articles of Association and the rules shall not conflict with the Articles of Association. Upon approval by the national financial regulatory institution, the rules of articles of association shall be deemed as an integral part of the Articles of Association.	<del><b>Article 350</b></del> <b>Article 304</b> The Board may formulate rules of articles of association in accordance with the Articles of Association and the rules shall not conflict with the Articles of Association. Upon approval by the national financial regulatory institution, the rules of articles of association shall be deemed as an integral part of the Articles of Association.
<b>Article 351</b> The Articles of Association shall be executed in Chinese. Where the articles of association in any other language or version disagree with the Articles of Association, the Chinese version of Articles of Association latest approved and registered by the administrative authorities for industry and commerce shall prevail.	<del><b>Article 351</b></del> <b>Article 305</b> The Articles of Association shall be executed in Chinese. Where the articles of association in any other language or version disagree with the Articles of Association, the Chinese version of Articles of Association latest approved and registered by the <del>administrative authorities for industry and commerce</del> <u>market supervision and administration department of the registered place</u> shall prevail.
<b>Article 352</b> For the purpose of the Articles of Association, references to “more”, “within” and “less” shall include the actual figures, while references to “short of”, “other than”, “below” and “more than” shall exclude the actual figures.	<del><b>Article 352</b></del> <b>Article 306</b> For the purpose of the Articles of Association, references to “more”, “within” and “less” shall include the actual figures, while references to “short of”, “other than”, “below”, <del>and</del> “more than” <del>and</del> <b>“over”</b> shall exclude the actual figures.

With reference to similar texts, non-substantive article revisions such as the following will no longer be listed item by item: uniform adjustment of the term “shareholders’ general meeting(s)” to “shareholders’ meeting(s)”, adjustments to cross-references in article due to the addition or deletion of provisions in the Articles of Association, punctuation adjustments that do not affect the meaning of the articles, sentence adjustments, and adjustments to cross-reference numbering in certain articles.

APPENDIX II	EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING OF THE BANK
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Original Articles	Revised Articles
<p><b>Article 1</b> In order to regulate the methods and procedures of the shareholders' general meeting of Bank of Jiujiang Co., Ltd.* (the "Bank"), ensure the efficiency of the shareholders' meeting, improve the scientificity and correctness of the decisions of the shareholders' general meeting, and ensure that the shareholders of the Bank effectively exercise their functions and powers at shareholders' meetings, the rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), Commercial Banking Law of the People's Republic of China (hereinafter referred to as "Commercial Banking Law"), Banking Supervision and Regulatory Law of the People's Republic of China, Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as "Special Regulations"), Reply of the State Council on the Adjustment of the Provisions of the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, the Corporate Governance Guidelines for Banking and Insurance Institutions, Interim Measures for the Equity Management of Commercial Banks, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as "Listing Rules"), and other laws and regulations and relevant provisions as well as the Articles of Association of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the "Articles of Association").</p>	<p><b>Article 1</b> In order to regulate the methods and procedures of the shareholders' <del>general</del>-meeting of Bank of Jiujiang Co., Ltd.* (the "Bank"), ensure the efficiency of the shareholders' meeting, improve the scientificity and correctness of the decisions of the shareholders' <del>general</del> meeting, and ensure that the shareholders of the Bank effectively exercise their functions and powers at shareholders' meetings, the rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), Commercial Banking Law of the People's Republic of China (hereinafter referred to as "Commercial Banking Law"), Banking Supervision and Regulatory Law of the People's Republic of China, <del>Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as "Special Regulations")</del>, Reply of the State Council on the Adjustment of the Provisions of the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Abroad, the Corporate Governance Guidelines for Banking and Insurance Institutions, Interim Measures for the Equity Management of Commercial Banks, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as "Listing Rules"), and other laws and regulations and relevant provisions as well as the Articles of Association of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the "Articles of Association").</p>
<p>Replace "shareholders' general meeting" with "shareholders' meeting" "in the Rules of Procedure of Shareholders' Meeting.</p>	
<p><b>Article 2</b> This rule shall be binding upon all shareholders of the Bank as well as the directors, supervisors and other relevant personnel present at the shareholders' general meeting of the Bank.</p>	<p><b>Article 2</b> This rule shall be binding upon all shareholders of the Bank as well as the directors, <del>supervisors</del> and other relevant personnel present at the shareholders' <del>general</del>-meeting of the Bank.</p>

APPENDIX II	EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING OF THE BANK
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Original Articles	Revised Articles
<p><b>Article 4</b> The shareholders' general meeting exercises the following functions and powers:</p> <p>(I) to decide on the Bank's business policies and investment plans;</p> <p>(II) to elect and replace Directors and Supervisors who are not employees representatives, and resolve on the remunerations of Directors and Supervisors;</p> <p>(III) to consider and approve the reports of the Board;</p> <p>(IV) to consider and approve the reports of the Board of Supervisors;</p> <p>(V) to consider and approve the annual financial budgets and the final accounts of the Bank;</p> <p>(VI) to consider and approve the profit distribution plans and loss recovery plans of the Bank;</p> <p>(VII) to resolve on increase or decrease of the registered capital of the Bank;</p> <p>(VIII) to resolve on the issue of bonds or other securities and listing of the Bank;</p> <p>(IX) to resolve on the merger, division, dissolution, liquidation or transformation of corporate form of the Bank;</p> <p>(X) to amend the Articles of Association;</p> <p>(XI) to resolve on the appointment, removal or non-reappointment of accounting firms by the Bank;</p> <p>(XII) to consider and approve the report of evaluation by the Board of Supervisors on the Directors, Supervisors, and senior management;</p>	<p><b>Article 4</b> The shareholders' <del>general</del> meeting exercises the following functions and powers:</p> <p><del>(I) to decide on the Bank's business policies and investment plans;</del></p> <p><del>(II)</del> to elect and replace Directors <del>and Supervisors</del> who are not employees representatives, and resolve on the remunerations of Directors <del>and Supervisors</del>;</p> <p><del>(III)</del> to consider and approve the reports of the Board;</p> <p><del>(IV) to consider and approve the reports of the Board of Supervisors;</del></p> <p><del>(V) to consider and approve the annual financial budgets and the final accounts of the Bank;</del></p> <p><del>(VI)</del> to consider and approve the profit distribution plans and loss recovery plans of the Bank;</p> <p><del>(VII)</del> to resolve on increase or decrease of the registered capital of the Bank;</p> <p><del>(VIII)</del> to resolve on the issue of bonds or other securities and listing of the Bank;</p> <p><del>(IX)</del> to resolve on the merger, division, dissolution, liquidation or transformation of corporate form of the Bank;</p> <p><del>(X)</del> to amend the Articles of Association;</p> <p><del>(XI)</del> to resolve on the appointment, removal or non-reappointment of accounting firms by the Bank <u>who are engaged to conduct statutory audits on the Bank's financial reports</u>;</p> <p><del>(XII)</del> to <del>consider and approve</del> <u>listen to</u> the report of <u>performance</u> evaluation by the <del>Board of Supervisors</del> <u>Audit Committee</u> on the Directors, <del>Supervisors</del>, and senior management;</p>

Original Articles	Revised Articles
(XIII) to consider the purchase or disposal of major assets or provision of guarantee by the Bank within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;	<del>(XIII)</del> to consider the purchase or disposal of major assets or provision of guarantee by the Bank within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;
(XIV) to consider and approve matters relating to the changes in the use of proceeds from share offerings;	<del>(XIV)</del> to consider and approve matters relating to the changes in the use of proceeds from share offerings;
(XV) to consider the equity incentive plan;	<del>(XV)</del> to consider the equity incentive plan;
(XVI) to consider the profit distribution policy;	<del>(XVI)</del> to consider the profit distribution policy;
(XVII) to consider proposals of shareholders representing more than 3% of the outstanding voting shares of the Bank;	<del>(XVII)</del> to consider <b>temporary</b> proposals of shareholders representing more than <b>31%</b> of the outstanding voting shares of the Bank;
(XVIII) to decide on the issuance of preference shares; decide or authorize the Board of Directors to decide on matters related to the Bank's preference shares issuance, including but not limited to redemption, conversion, and dividend distribution;	<del>(XVIII)</del> to decide on the issuance of preference shares; decide or authorize the Board of Directors to decide on matters related to the Bank's preference shares issuance, including but not limited to redemption, conversion, and dividend distribution;
(XIX) to consider and approve the rules of procedures for shareholders' general meetings, the rules of procedures for the Board and the rules of procedures for the Board of Supervisors;	<del>(XIX)</del> to consider and approve the rules of procedures for shareholders' <b>general</b> meetings, <b>and</b> the rules of procedures for the Board <b>the rules of procedures for the Board of Supervisors</b> ;
(XX) to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws;	<del>(XX)</del> to resolve the acquisitions of the shares of the Bank in accordance with the provisions of the laws;
(XXI) to consider other matters which, in accordance with laws, administrative regulations, regulations, regulatory requirements, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association, shall be decided by a shareholders' general meeting. The aforesaid matters within the functions and powers of the shareholders' general meeting shall be considered and decided by the shareholders' general meeting, and shall not be authorized to the Board, other institutions or individuals to exercise.	<del>(XXI)</del> to consider other matters which, in accordance with laws, administrative regulations, regulations, regulatory requirements, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association, shall be decided by a shareholders' <b>general</b> meeting. The aforesaid matters within the functions and powers of the shareholders' <b>general</b> meeting shall be considered and decided by the shareholders' <b>general</b> meeting, and shall not be authorized to the Board, other institutions or individuals to exercise.

Original Articles	Revised Articles
<p><b>Article 6</b> Under any of the following circumstances, the Bank shall convene an extraordinary shareholders' general meeting within two months of the occurrence of any of the following:</p> <p>(II) when the unrecovered losses of the Bank amount to one-third of the total amount of its paid-up share capital;</p> <p>...</p> <p>(V) when such meeting is proposed by the Board of Supervisors;</p> <p>...</p> <p>(VII) when such meeting is requested by more than half of the external Supervisors (if there are only two external Supervisors, both of them request such meeting); or</p> <p>...</p>	<p><b>Article 6</b> Under any of the following circumstances, the Bank shall convene an extraordinary shareholders' <del>general</del>—meeting within two months of the occurrence of any of the following:</p> <p>(II) when the unrecovered losses of the Bank amount to one-third of the total amount of its <del>paid-up</del> share capital;</p> <p>...</p> <p>(V) when such meeting is proposed by the <del>Board of Supervisors</del> <u>Audit Committee</u>;</p> <p>...</p> <p><del>(VII) when such meeting is requested by more than half of the external Supervisors (if there are only two external Supervisors, both of them request such meeting); or</del></p> <p>...</p>
<p><b>Article 7</b></p> <p>...</p> <p>Shareholders' general meetings shall be held onsite at the venue. The Bank may hold a shareholders' general meeting through the Internet or other ways if permitted by the securities regulatory authorities or the stock exchange of the place where the shares of the Bank are listed. Shareholders participating in the shareholders' general meetings by any of the aforesaid means shall be deemed as having attended the meetings.</p> <p>...</p>	<p><b>Article 7</b></p> <p>...</p> <p>Shareholders' <del>general</del>—meetings shall be held onsite at the venue. The Bank may hold a shareholders' <del>general</del>—meeting through the Internet or other ways if permitted by the securities regulatory authorities or the stock exchange of the place where the shares of the Bank are listed. <u>When the Bank holds a shareholders' meeting via the Internet or other means, it shall ensure that participating shareholders are able to conduct real-time communication and discussions, and cast votes through modern information technology means such as an online voting platform.</u> Shareholders participating in the shareholders' <del>general</del> meetings by any of the aforesaid means shall be deemed as having attended the meetings.</p> <p>...</p>



APPENDIX II	EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING OF THE BANK
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Original Articles	Revised Articles
<p><b>Article 8</b> The Bank shall engage a lawyer to witness the shareholders' general meeting and provide legal opinions on the following issues:</p> <p>(I) whether the procedures for convening and holding the meeting comply with relevant laws, administrative regulations and the Articles of Association;</p>	<p><b>Article 8</b> The Bank shall engage a lawyer to witness the shareholders' <del>general</del> meeting and provide legal opinions on the following issues:</p> <p>(I) whether the procedures for convening and holding the meeting comply with <u>the provisions of</u> relevant laws, administrative regulations and the Articles of Association;</p>
<p><b>Article 9</b> Shareholders' general meetings shall be convened by the Board. The Board shall convene a shareholders' general meeting within the time specified in Articles 5 and 6 of these rules. The Board of Supervisors or the shareholders may convene a shareholders' general meeting by itself/themselves provided that it/they complies/comply with the Articles of Association.</p>	<p><b>Article 9</b> Shareholders' <del>general</del> meetings shall be convened by the Board. The Board shall convene a shareholders' <del>general</del> meeting within the time specified in Articles 5 and 6 of these rules. The <del>Board of Supervisors</del> <u>Audit Committee</u> or the shareholders may convene a shareholders' <del>general</del> meeting by itself/themselves provided that it/they complies/comply with the Articles of Association.</p>
<p><b>Article 10</b> More than half of the independent Directors may propose to the Board to convene an extraordinary shareholders' general meeting.</p> <p>...</p>	<p><b>Article 10</b> <del>More than half of</del> <u>With the consent of more than half of all independent directors,</u> the independent Directors may propose to the Board to convene an extraordinary shareholders' <del>general</del> meeting.</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 11</b> The Board of Supervisors or more than half of external Supervisors shall be entitled to propose to the Board to convene an extraordinary shareholders' general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary shareholders' general meeting within 10 days after receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution of the Board is made. In the event of any change to the original proposal set forth in the notice, the consent of the Board of Supervisors is required.</p> <p>If the Board does not agree to hold the extraordinary shareholders' general meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the shareholders' general meeting, and the Board of Supervisors may convene and preside over the meeting by itself.</p>	<p><b>Article 11</b> The <del>Board of Supervisors or more than half of external Supervisors</del> <u>Audit Committee</u> shall <del>be entitled to</del> propose to the Board to convene an extraordinary shareholders' <del>general</del> meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary shareholders' <del>general</del> meeting within 10 days after receipt of the proposal.</p> <p>If the Board agrees to convene the extraordinary <del>general</del> meeting, it shall serve a notice of such meeting within five days after the resolution of the Board is made. In the event of any change to the original proposal set forth in the notice, the consent of the <del>Board of Supervisors</del> <u>Audit Committee</u> is required.</p> <p>If the Board does not agree to hold the extraordinary shareholders' <del>general</del> meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the shareholders' <del>general</del> meeting, and the <del>Board of Supervisors</del> <u>Audit Committee</u> may convene and preside over the meeting by itself.</p>

Original Articles	Revised Articles
<p><b>Article 12</b> Shareholders severally or jointly holding more than 10% of the total voting shares of the Bank shall have the right to propose to the Board to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting in accordance with the following procedures:</p> <p>(I) Two or more shareholders jointly holding more than 10% (inclusive) of voting shares at the shareholders' general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting, and specify the topics of the meeting. The Board shall convene an extraordinary shareholders' general meeting or a class shareholders' general meeting responsively after receipt of the aforesaid written request. The number of shares held as mentioned above shall be the number of shares held at the closing time on the day when the shareholder(s) make(s) the request(s) in writing or on the previous trading day (if the day when the request(s) is (are) made in writing is not a trading day).</p> <p>(II) If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may by themselves convene a meeting within four months after the Board receives the said request, and the convening procedures shall to the extent possible be the same as the procedures by which the Board convenes shareholders' general meetings.</p>	<p><b>Article 12</b> Shareholders severally or jointly holding more than 10% of the total voting shares of the Bank shall <del>have the right to</del> propose to the Board to convene an extraordinary shareholders' <del>general meeting or a class shareholders' general meeting</del> in accordance with the following procedures: <u>writing.</u></p> <p><u>The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene the extraordinary shareholders' meeting within ten (10) days of receiving the proposal.</u></p> <p><u>If the Board agrees to convene the extraordinary shareholders' meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board is passed. If the original proposal contained in the notice is changed, approval of the relevant shareholders shall be obtained.</u></p> <p><u>Where the Board disagrees to convene an extraordinary shareholders' meeting, or fails to provide feedback within 10 days upon receipt of the request, shareholder(s) individually or jointly holding more than 10% of the total voting shares of the Bank may propose to the Audit Committee to convene an extraordinary shareholders' meeting by submitting a written request to the Audit Committee.</u></p> <p><u>Where the Audit Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within 5 days upon receipt of the request. Any change to the original request in the notice shall be subject to the approval from the relevant shareholders.</u></p>

Original Articles	Revised Articles
	<p><u>Where the Audit Committee fails to issue the notice of the shareholders' meeting within the prescribed period, it shall be deemed that the Audit Committee will not convene and preside over the shareholders' meeting, shareholder(s) individually or jointly holding more than 10 % of the total voting shares of the Bank continuously for more than 90 days may convene and preside over the meeting by themselves.</u></p> <p><del>(I) Two or more shareholders jointly holding more than 10% (inclusive) of voting shares at the shareholders' general meeting to be convened may sign one or several written requests with the same format and content to propose to the Board to convene an extraordinary shareholders' general meeting or a class shareholders' general meeting, and specify the topics of the meeting. The Board shall convene an extraordinary shareholders' general meeting or a class shareholders' general meeting responsively after receipt of the aforesaid written request. The number of shares held as mentioned above shall be the number of shares held at the closing time on the day when the shareholder(s) make(s) the request(s) in writing or on the previous trading day (if the day when the request(s) is (are) made in writing is not a trading day).</del></p> <p><del>(II) If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may by themselves convene a meeting within four months after the Board receives the said request, and the convening procedures shall to the extent possible be the same as the procedures by which the Board convenes shareholders' general meetings.</del></p>

APPENDIX II	EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING OF THE BANK
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Original Articles	Revised Articles
<p><b>Article 13</b> Where the Board of Supervisors or shareholders decide to convene a shareholders' general meeting by itself/themselves, it/they shall notify the Board in writing.</p> <p>...</p>	<p><b>Article 13</b> Where the <del>Board—of Supervisors</del><u>Audit Committee</u> or shareholders decide to convene a shareholders' <del>general</del> meeting by itself/themselves, it/they shall notify the Board in writing.</p> <p>...</p>
<p><b>Article 14</b> With regard to the shareholders' general meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a register of shareholders as of the equity registration date.</p> <p>...</p>	<p><b>Article 14</b> With regard to the shareholders' <del>general—</del>meeting convened by the <del>Board—of Supervisors</del><u>Audit Committee</u> or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a register of shareholders as of the equity registration date.</p> <p>...</p>
<p><b>Article 15</b> Where the Board of Supervisors or shareholders convene a shareholders' general meeting because the Board fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting Directors.</p>	<p><b>Article 15</b> Where the <del>Board—of Supervisors</del><u>Audit Committee</u> or shareholders convene a shareholders' general meeting because the Board fails to convene the meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting Directors.</p>
<p><b>Article 18</b> A shareholders' general meeting shall not resolve on matters not specified in the notice.</p>	<p><del><b>Article 18</b> A shareholders' general meeting shall not resolve on matters not specified in the notice.</del></p>

Original Articles	Revised Articles
<p><b>Article 19</b> The notice of a shareholders' general meeting shall meet the following requirements:</p> <p>(I) Is in written form;</p> <p>(II) Specifies the venue, date and time of the meeting;</p> <p>(III) Explain the matters to be considered at the meeting and specific contents of all proposals;</p> <p>(IV) Provides the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle includes (but is not limited to) where a proposal is made to merge the Bank, to repurchase shares of the Bank, to reorganize its share capital or to make any other reorganization of the Bank, detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;</p> <p>(V) Contains a disclosure of the nature and extent of the material interests of any Director, Supervisor or senior management officer in the matters to be discussed and the effect which the matters to be discussed will have on them in their capacity as shareholders insofar as it is different from the effect on interests of other shareholders of the same class;</p> <p>(VI) Contains the full text of any special resolution to be proposed at the meeting;</p> <p>(VII) Contains a clear statement that a shareholder entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that such proxy need not be a shareholder of the Bank;</p>	<p><del>Article 19</del><b>Article 18</b> The notice of a shareholders' <del>general</del> meeting shall <del>meet</del><u>include</u> the following <del>requirements</del>:</p> <p><del>(I) Is in written form;</del></p> <p><del>(II)</del> Specifies the <u>time</u>, venue, <del>date and time</del> <u>and duration</u> of the meeting;</p> <p><del>(III)</del> <u>Submit</u> the matters <u>and proposals</u> to be considered at the meeting <del>and specific contents of all proposals</del>;</p> <p><del>(IV) Provides the shareholders with such information and explanation as necessary for them to make informed decisions in connection with the matters to be discussed; this principle includes (but is not limited to) where a proposal is made to merge the Bank, to repurchase shares of the Bank, to reorganize its share capital or to make any other reorganization of the Bank, detailed conditions of the proposed transaction shall be provided together with contracts (if any) and the cause and effect of any such proposal shall also be properly explained;</del></p> <p><del>(V) Contains a disclosure of the nature and extent of the material interests of any Director, Supervisor or senior management officer in the matters to be discussed and the effect which the matters to be discussed will have on them in their capacity as shareholders insofar as it is different from the effect on interests of other shareholders of the same class;</del></p> <p><del>(VI) Contains the full text of any special resolution to be proposed at the meeting;</del></p> <p><del>(VII)</del> Contains a clear statement that a shareholder entitled to attend and vote at such meeting <del>is entitled to appoint one or more</del><u>may appoint</u> proxies <u>in writing</u> to attend and vote at such meeting <del>on his behalf</del> and that such proxy need not be a shareholder of the Bank;</p>

APPENDIX II	EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING OF THE BANK
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Original Articles	Revised Articles
(VIII) Specifies the equity registration date of shareholders entitled to attend the shareholders' general meeting;	<del>(VIIIIV) Specifies</del> <u>The equity registration date of shareholders entitled to attend the shareholders' <del>general</del> meeting;</u>
(IX) Specifies the time and venue for delivering power of attorneys for the meeting;	<del>(IX) Specifies the time and venue for delivering power of attorneys for the meeting;</del>
(X) Specifies the name and telephone number of the coordinator of the meeting;	<del>(XV)</del> Specifies the name and telephone number of the coordinator of the meeting;
(XI) Other requirements stipulated by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association.	<u>(VI) Voting time of and procedures via online or other methods;</u>  <del>(XIVII)</del> Other requirements stipulated by laws, administrative regulations, rules, rules governing securities of the place where the shares of the Bank are listed and the Articles of Association.
<b>Article 23</b> Shareholder(s) severally or jointly holding more than 3% of the total voting shares of the Bank may submit written provisional proposals to the convener 10 days before a shareholders' general meeting is convened. The convener shall serve a supplementary notice of the shareholders' general meeting within two days after receipt of the proposals and announce the contents of the provisional proposals.  ...	<del><b>Article 23</b></del> <u><b>Article 22</b></u> Shareholder(s) severally or jointly holding more than <del>31</del> % of the total voting shares of the Bank may submit written provisional proposals to the convener 10 days before a shareholders' <del>general</del> meeting is convened. The convener shall serve a supplementary notice of the shareholders' <del>general</del> meeting within two days after receipt of the proposals and announce the contents of the provisional proposals, <u>and submit the provisional proposals to the shareholders' meeting for consideration, except for those that are in breach of the laws, administrative regulations and the Articles of Association or those beyond the functions and powers of the shareholders' meeting.</u>  ...



Original Articles	Revised Articles
<p><b>Article 24</b> The notice of a shareholders' general meeting shall be sent to shareholders (whether or not they are entitled to vote at the shareholders' general meeting) by personal delivery or by pre-paid mail to their addresses as recorded in the register of shareholders. If the Bank has obtained the prior written consent or implied consent of the shareholders according to relevant laws, administrative regulations, rules and rules governing securities of the place where the shares of the Bank are listed, the notice of a shareholders' general meeting may also be sent in the form of announcement (including announcement on the website of the Bank). Announcement referred to in the preceding paragraph shall be published in newspaper(s) or website(s) designated by the State Council's securities regulatory authority. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of relevant shareholders' general meeting.</p> <p>The notice, information or written statement of the shareholders' general meeting sent to the holders of overseas listed foreign shares shall be served by any of the following means 20 clear days prior to annual general meetings and 15 days prior to extraordinary general meetings:</p> <p>(I) To be sent to each holder of overseas listed foreign shares by personal delivery or by mail to the registered address of each holder of overseas listed foreign shares;</p> <p>...</p>	<p><del>Article 24</del><b>Article 23</b> The notice of a shareholders' <del>general</del> meeting shall be <del>sent</del><b>delivered</b> to shareholders (whether or not they are entitled to vote at the shareholders' <del>general</del> meeting) by personal delivery<del>or,</del> by pre-paid mail <u>or by electronic means</u> to their addresses as recorded in the register of shareholders <u>or the email address provided by the shareholders, in accordance with the relevant regulations of the securities regulatory authorities and the stock exchange(s) of the places where the Bank's shares are listed. If the Bank has obtained the prior written consent or implied consent of the shareholders according to</u>Unless otherwise <u>provided by the</u> relevant laws, administrative regulations, rules and rules governing securities of the place where the shares of the Bank are listed, the notice of a shareholders' <del>general</del> meeting may also be sent in the form of announcement (including announcement on the website of the Bank). Announcement referred to in the preceding paragraph shall be published in newspaper(s) or website(s) designated by the State Council's securities regulatory authority. Once the announcement has been published, all holders of domestic shares shall be deemed to have received the notice of relevant shareholders' general meeting.</p> <p>The notice, information or written statement of the shareholders' <del>general</del> meeting sent to the holders of overseas listed foreign shares shall be served by any of the following means 20 clear days prior to annual <del>general</del><b>shareholders'</b> meetings and 15 days prior to extraordinary <del>general</del><b>shareholders'</b> meetings:</p> <p>(I) To be <del>sent</del><b>delivered</b> to each holder of overseas listed foreign shares by personal delivery<del>or,</del> by mail <u>or by electronic means</u> to the registered address of each holder of overseas listed foreign shares <u>or the email address provided by the shareholders;</u></p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 26</b> If the election of Directors or Supervisors is proposed to be discussed at a shareholders' general meeting, the notice of such meeting shall adequately disclose the detailed information of the Director or Supervisor candidates, which information shall at least include:</p> <p>...</p> <p>(V) Information of Directors or Supervisors newly appointed or transferred required to be disclosed by the rules governing securities of the place where the shares of the Bank are listed.</p> <p>Each Director or Supervisor candidate shall be proposed via a single proposal.</p>	<p><del>Article 26</del><b>Article 25</b> If the election of Directors <del>or Supervisors</del> is proposed to be discussed at a shareholders' <del>general</del> meeting, the notice of such meeting shall adequately disclose the detailed information of the Director <del>or Supervisor</del> candidates, which information shall at least include:</p> <p>...</p> <p>(V) Information of Directors<del> or Supervisors</del> newly appointed or transferred required to be disclosed by the rules governing securities of the place where the shares of the Bank are listed.</p> <p>Each Director<del> or Supervisor</del> candidate shall be proposed via a single proposal.</p>
<p><b>Article 27</b> A shareholder may attend the shareholders' general meetings in person and exercise the voting rights, or appoint another person(s) (one or more persons who need not be a shareholder or shareholders) to attend and exercise the voting rights within the scope of the authorization on his or her behalf. The said proxy/proxies may exercise the following rights as granted by the said shareholder:</p> <p>...</p>	<p><del>Article 27</del><b>Article 26</b> A shareholder may attend the shareholders' <del>general</del> meetings in person <del>and exercise the voting rights</del>, or appoint <del>another person(s)</del> (one or more persons (who need not be a shareholder or shareholders) <u>as his or her proxy/proxies</u> to attend and <del>exercise the voting rights within the scope of the authorization</del> <u>vote on his or her behalf; where the shareholder is a legal person, it may appoint one proxy to attend and vote on its behalf. The attendance of such proxy at the shareholders' meeting shall be deemed as the personal attendance of the shareholder. The legal person shareholder may execute the proxy form for appointing such proxy through its duly authorized personnel.</u> The said proxy/proxies may exercise the following rights as granted by the said shareholder:</p> <p>...</p> <p><u>A shareholder who appoints a proxy to attend shareholders' meeting shall specify the matters in which the proxy will act, the authority, and the period; the proxy shall submit the shareholder's power of attorney to the Bank and exercise the voting rights within the scope of the authorization.</u></p>

Original Articles	Revised Articles
<p><b>Article 28</b> Shareholders attending the shareholders' general meeting shall comply with relevant laws and regulations, the Articles of Association of the Bank as well as the rules stipulated herein and shall take the initiative to maintain the order of the meeting.</p> <p>An individual shareholder attending a shareholders' general meeting in person shall present his/her identity card or any other valid identity certificate or original of share certificate; a proxy attending a shareholders' general meeting on behalf of an individual shareholder shall present his/her valid identity certificate and power of attorney of the shareholder.</p> <p>For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and power of attorney issued by the legal representative of the corporate shareholder according to laws.</p>	<p><del>Article 28</del><b>Article 27</b> Shareholders attending the shareholders' <del>general</del> meeting shall comply with relevant laws and regulations, the Articles of Association of the Bank as well as the rules stipulated herein and shall take the initiative to maintain the order of the meeting.</p> <p>An individual shareholder attending a shareholders' <del>general</del> meeting in person shall present his/her identity card or any other valid identity certificate <del>or original of share certificate</del>; a proxy attending a shareholders' <del>general</del> meeting on behalf of an individual shareholder shall present his/her valid identity certificate and power of attorney of the shareholder.</p> <p>For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and power of attorney issued by the legal representative of the corporate shareholder according to laws.</p>

APPENDIX II	EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING OF THE BANK
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Original Articles	Revised Articles
<p><b>Article 30</b> The power of attorney issued by a shareholder to appoint a proxy to attend a shareholders' general meeting shall specify:</p> <p>(I) The name of the proxy;</p> <p>(II) Whether or not the proxy has any voting right;</p> <p>(III) Directive to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' general meeting;</p> <p>(IV) The date of issue and validity period of the power of attorney;</p> <p>(V) Signature (or seal) of the principal or signature of the proxy authorized by the principal in writing, or corporate seal of the principal if it is a corporate shareholder;</p> <p>(VI) The number of shares held by the principal represented by the shareholder's proxy.</p>	<p><del>Article 30</del><b>Article 29</b> The power of attorney issued by a shareholder to appoint a proxy to attend a shareholders' <del>general</del> meeting shall specify:</p> <p><b><u>(I) The name of the entrusting party, the class and number of shares held;</u></b></p> <p><del>(II) The name of the proxy;</del> <del>(II) Whether or not the proxy has any voting right;</del></p> <p><b><u>(III) Specific instructions of the shareholders, including d</u></b>Directive to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' <del>general</del> meeting;</p> <p>(IV) The date of issue and validity period of the power of attorney;</p> <p>(V) Signature (or seal) of the principal or signature of the proxy authorized by the principal in writing, or corporate seal of the principal if it is a corporate shareholder;</p> <p><del>(VI) The number of shares held by the principal represented by the shareholder's proxy.</del></p>
<p><b>Article 38</b> If the shareholders' general meeting requires Directors, Supervisors and senior management to attend the meeting, the Directors, Supervisors and senior management shall attend the meeting and answer questions of the shareholders.</p>	<p><del>Article 38</del><b>Article 37</b> If the shareholders' <del>general</del> meeting requires Directors, <del>Supervisors</del> and senior management to attend the meeting, the Directors, <del>Supervisors</del> and senior management shall attend the meeting and answer questions of the shareholders.</p>

Original Articles	Revised Articles
<p><b>Article 39</b></p> <p>...</p> <p>Shareholders' general meetings convened by the Board shall be presided over by the chairman of the Board. Where the chairman cannot or fails to fulfill the duty thereof, the vice chairman shall preside; where even the vice chairman cannot or fails to fulfill the duty thereof, more than half of the Directors shall jointly elect a Director to preside. If no person is designated to preside over the meeting, a person may be elected at the shareholders' general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights. If for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxy thereof and excluding Hong Kong Securities Clearing Company Ltd.) holding the most voting shares among the attending shareholders shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors cannot or does not fulfill the duty thereof, more than half of the Supervisors may jointly elect a Supervisor to preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.</p> <p>...</p>	<p><del>Article 39</del><u>Article 38</u></p> <p>...</p> <p>Shareholders' <del>general</del> meetings convened by the Board shall be presided over by the chairman of the Board. Where the chairman cannot or fails to fulfill the duty thereof, the vice chairman shall preside; where even the vice chairman cannot or fails to fulfill the duty thereof, more than half of the Directors shall jointly elect a Director to preside. If no person is designated to preside over the meeting, a person may be elected at the shareholders' <del>general</del> meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights. If for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxy thereof and excluding Hong Kong Securities Clearing Company Ltd.) holding the most voting shares among the attending shareholders shall preside over the meeting.</p> <p>A shareholders' <del>general</del> meeting convened by the <del>Board of Supervisors</del><u>Audit Committee</u> itself shall be presided over by the chairman of the <del>Board of Supervisors</del><u>Audit Committee</u>. If the chairman of the <del>Board of Supervisors</del><u>Audit Committee</u> cannot or does not fulfill the duty thereof, more than half of the <del>Supervisors</del><u>members of the Audit Committee</u> may jointly elect a <del>Supervisor</del><u>member of the Audit Committee</u> to preside over the meeting.</p> <p>A shareholders' <del>general</del> meeting convened by the shareholders themselves shall be presided over by <u>the convener or</u> a representative elected by the convener.</p> <p>...</p>

Original Articles	Revised Articles
<b>Article 40</b> The Board and the Board of Supervisors shall report their work in the preceding year at the annual shareholders' general meeting.	<del><b>Article 40</b></del> <b>Article 39</b> The Board <del>and the Board of Supervisors</del> shall report their work in the preceding year at the annual shareholders' <del>general</del> meeting.
<b>Article 41</b>  ...  Directors, Supervisors and senior management shall make explanations in relation to inquiries and suggestions made by shareholders at the shareholders' general meeting except that the business secrets of the Bank involved cannot be disclosed at the shareholders' general meeting.  ...	<del><b>Article 41</b></del> <b>Article 40</b>  ...  Directors, <del>Supervisors</del> and senior management shall make explanations in relation to inquiries and suggestions made by shareholders at the shareholders' <del>general</del> meeting except that the business secrets of the Bank involved cannot be disclosed at the shareholders' <del>general</del> meeting.  ...
<b>Article 44</b> Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.  The Bank has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the shareholders' general meeting.  If, pursuant to laws, administrative regulations and rules governing securities of the place where the shares of the Bank are listed, any shareholder cannot exercise voting right, or is obliged to abstain from voting on a proposal, or is restricted to vote for or against a proposal, any vote of such shareholder or its proxy which violates the aforesaid requirement or restriction shall not be counted in the voting result.	<del><b>Article 44</b></del> <b>Article 43</b> Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.  The Bank has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the shareholders' <del>general</del> meeting.  <b><u>When a substantial shareholder's credit with the Bank is overdue, his or her voting rights at the shareholders' meeting shall be restricted.</u></b>  If, pursuant to laws, administrative regulations and rules governing securities of the place where the shares of the Bank are listed, any shareholder cannot exercise voting right, or is obliged to abstain from voting on a proposal, or is restricted to vote for or against a proposal, any vote of such shareholder or its proxy which violates the aforesaid requirement or restriction shall not be counted in the voting result.

Original Articles	Revised Articles
<p><b>Article 46</b> When the shareholders' general meeting votes on the election of Directors and Supervisors, an accumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' general meeting.</p> <p>The accumulative voting system referred to in the preceding paragraph means that, in the election of Directors or Supervisors at the Shareholders' general meeting, each share shall be entitled to the number of votes equivalent to the number of Directors or Supervisors to be elected at the Shareholders' general meeting, and Shareholders may consolidate their votes for one or more Directors or Supervisors, i.e. the number of votes each Shareholder is entitled to shall be equal to the number of shares held by the Shareholder multiplied by the number of Directors to be elected, and Shareholders may cast all their votes either collectively in favour of one Director or Supervisor candidate or separately in favour of a number of Director or Supervisor candidates. As such, those who have got more votes shall be elected at the Shareholders' general meeting.</p>	<p><del>Article 46</del><b>Article 45</b> When the shareholders' <del>general</del> meeting votes on the election of Directors <del>and Supervisors, an accumulative</del> <u>direct</u> voting system <del>shall be adopted</del><u>may be implemented</u> in accordance with the provisions of the Articles of Association <del>or the resolutions of the shareholders' general meeting, and each candidate for Directors shall be proposed as an individual proposal.</del></p> <p><del>The accumulative voting system referred to in the preceding paragraph means that, in the election of Directors or Supervisors at the Shareholders' general meeting, each share shall be entitled to the number of votes equivalent to the number of Directors or Supervisors to be elected at the Shareholders' general meeting, and Shareholders may consolidate their votes for one or more Directors or Supervisors, i.e. the number of votes each Shareholder is entitled to shall be equal to the number of shares held by the Shareholder multiplied by the number of Directors to be elected, and Shareholders may cast all their votes either collectively in favour of one Director or Supervisor candidate or separately in favour of a number of Director or Supervisor candidates. As such, those who have got more votes shall be elected at the Shareholders' general meeting.</del></p>



Original Articles	Revised Articles
<p><b>Article 60</b> The following matters shall be approved by ordinary resolutions at a shareholders' general meeting:</p> <p>(I) work reports of the Board and the Board of Supervisors;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and removal of the members of the Board and the Board of Supervisors (except for removal of an independent Director), their remunerations and the method of payment thereof;</p> <p>(IV) annual budgets, final accounts, balance sheets, income statements and other financial statements of the Bank;</p> <p>(V) annual reports of the Bank;</p> <p>(VI) appointment, dismissal or non-reappointment of an accounting firm;</p> <p>(VII) other matters than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association of the Bank.</p>	<p><del>Article 60</del><b>Article 59</b> The following matters shall be approved by ordinary resolutions at a shareholders' <del>general</del> meeting:</p> <p>(I) work reports of the Board<del>and the Board of Supervisors</del>;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(III) appointment and removal of the members of the Board<del>and the Board of Supervisors</del> (except for removal of an independent Director), their remunerations and the method of payment thereof;</p> <p>(IV) <del>annual budgets, final accounts,</del> balance sheets, income statements and other financial statements of the Bank;</p> <p><del>(V) annual reports of the Bank;</del></p> <p><del>(IV)</del> appointment, <u>or</u> dismissal<del>—or non-reappointment</del> of an accounting firm <u>that conducts periodic statutory audit of the financial accounting reports of the Bank;</u></p> <p><del>(VHVI)</del> other matters than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations, rules governing securities of the place where the shares of the Bank are listed or the Articles of Association of the Bank.</p>

Original Articles	Revised Articles
<p><b>Article 61</b> The following matters shall be approved by special resolutions at a shareholders' general meeting:</p> <p>(I) increase or reduction in the registered capital of the Bank and the issue of shares of any class, warrants and other similar securities;</p> <p>...</p> <p>(V) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>...</p>	<p><del>Article 61</del><b>Article 60</b> The following matters shall be approved by special resolutions at a shareholders' <del>general</del> meeting:</p> <p>(I) increase or reduction in the registered capital of the Bank and the issue of shares of any class, warrants and other similar securities;</p> <p>...</p> <p>(V) the Bank's purchase or sale of major assets or provision of guarantee <u>to others</u> within one year with the transaction amount exceeding 30% of the latest audited total assets of the Bank;</p> <p>...</p>
<p><b>Article 63</b> The minutes of the shareholders' general meeting shall be kept by the secretary to the Board. The meeting minutes shall specify:</p> <p>...</p> <p>(II) the names of the presider, and the Directors, Supervisors and senior management attending or observing the meeting;</p> <p>...</p>	<p><del>Article 63</del><b>Article 62</b> The minutes of the shareholders' <del>general</del> meeting shall be kept by the secretary to the Board. The meeting minutes shall specify:</p> <p>...</p> <p>(II) the names of the presider, and the Directors, <b>Supervisors</b> and senior management <b>attending</b> <del>or</del> observing the meeting;</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 66</b> The Board of Directors shall be responsible for the organization and implementation of resolutions formulated by the shareholders' general meetings and delegating the president of the Bank to perform the resolutions in accordance with the details and assignments of responsibilities thereto. The chairman of the Board of Supervisors shall be responsible for the implementation of matters as required to be carried out by the Board of Supervisors in the shareholders' general meeting.</p> <p>The Board shall report the implementation results of the resolutions to the shareholders' general meeting. Resolutions which shall be implemented by the Board of Supervisors shall be reported by the Board of Supervisors to the shareholders' general meeting, and, if deemed necessary by the Board of Supervisors, reported to the Board in advance.</p>	<p><del>Article 66</del><b>Article 65</b> The Board of Directors shall be responsible for the organization and implementation of resolutions formulated by the shareholders' <del>general</del> meetings and delegating the president of the Bank to perform the resolutions in accordance with the details and assignments of responsibilities thereto. <del>The chairman of the Board of Supervisors shall be responsible for the implementation of matters as required to be carried out by the Board of Supervisors in the shareholders' general meeting.</del></p> <p>The Board shall report the implementation results of the resolutions to the shareholders' <del>general</del> meeting. <del>Resolutions which shall be implemented by the Board of Supervisors shall be reported by the Board of Supervisors to the shareholders' general meeting, and, if deemed necessary by the Board of Supervisors, reported to the Board in advance.</del></p>
<p><b>Article 67</b> Where a proposal on election of Directors or Supervisors is passed at the shareholders' general meeting, the Directors elected or Supervisors elected shall take office in accordance with the provisions of the Articles of Association of the Bank.</p>	<p><del>Article 67</del><b>Article 66</b> Where a proposal on election of Directors <del>or Supervisors</del> is passed at the shareholders' <del>general</del> meeting, the Directors elected <del>or Supervisors elected</del> shall take office in accordance with the provisions of the Articles of Association of the Bank.</p>

APPENDIX II	EXPLANATION TABLE ON THE PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING OF THE BANK
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Original Articles	Revised Articles
<p><b>Article 72</b> If the resolution of the shareholders' general meeting violates the laws or administrative regulations, such resolution shall be invalid.</p> <p>If the convening procedures or voting method of a shareholders' general meeting are in violation of any law, administrative regulation or the Articles of Association of the Bank, or if a resolution is in violation of the Articles of Association of the Bank, shareholders shall have the right to petition the people's court to revoke such resolution within 60 days from the date on which the resolution is passed (the provisions of the Articles of Association of the Bank regarding dispute resolution applicable to shareholders of overseas listed foreign shares).</p>	<p><del>Article 72</del><b>Article 71</b> If the resolution of the shareholders' <del>general</del> meeting violates the laws or administrative regulations, such resolution shall be invalid.</p> <p>If the convening procedures or voting method of a shareholders' <del>general</del> meeting are in violation of any law, administrative regulation or the Articles of Association of the Bank, or if a resolution is in violation of the Articles of Association of the Bank, shareholders shall have the right to petition the people's court to revoke such resolution within 60 days from the date on which the resolution is passed (the provisions of the Articles of Association of the Bank regarding dispute resolution applicable to shareholders of overseas listed foreign shares). <u>However, this does not apply to cases where the convening procedures or voting methods of the shareholders' meeting or the Board meeting have only minor defects that do not have a substantial impact on the resolution.</u></p>
<p><b>Article 81</b> These Rules, as an appendix to the Articles of Association of the Bank, are subject to the consideration and approval of the shareholders' general meeting and shall become effective from the date of the approval of the national financial regulatory institution.</p>	<p><del>Article 81</del><b>Article 80</b> These Rules <u>shall be formulated and amended by the Board, as an appendix to the Articles of Association of the Bank, are subject to the consideration and approval of</u>considered and approved by the shareholders' <del>general</del> meeting and shall become effective from the date <del>of the approval of the national financial regulatory institution</del><u>the Articles of Association of the Bank become effective. The original Rules of Procedure for the Shareholders' General Meeting of Bank of Jiujiang Co., Ltd. (Revised in September 2023) are hereby repealed.</u></p>
<p><b>Article 82</b> The Board shall be responsible for the preparation and interpretation of these Rules.</p>	<p><del>Article 82</del> <u>The Board shall be responsible for the preparation and interpretation of these Rules.</u></p>

Original Articles	Revised Articles
<p><b>Article 1</b> To regulate of the operation of the Board of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Bank”) as well as ensure the Board to exercise its authority and power in an independent, standardized and effective manner, the rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Banking Supervision and Regulatory Law of the People’s Republic of China, Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as “Special Regulations”), the Corporate Governance Guidelines for Banking and Insurance Institutions, Interim Measures for the Equity Management of Commercial Banks, Notice of China Banking Regulatory Commission on Issuing the Guideline for Banking Consumer Protection, the Guidance of the General Office of the China Banking Regulatory Commission on Strengthening the Protection of the Banking Consumer Rights and Addressing the Public Concerns, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”) and other laws and regulations and relevant provisions and the Articles of Association of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Articles of Association”).</p>	<p><b>Article 1</b> To regulate of the operation of the Board of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Bank”) as well as ensure the Board to exercise its authority and power in an independent, standardized and effective manner, the rules are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Banking Supervision and Regulatory Law of the People’s Republic of China, <del>Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies</del> (hereinafter referred to as “Special Regulations”), the Corporate Governance Guidelines for Banking and Insurance Institutions, Interim Measures for the Equity Management of Commercial Banks, Notice of China Banking Regulatory Commission on Issuing the Guideline for Banking Consumer Protection, the Guidance of the General Office of the China Banking Regulatory Commission on Strengthening the Protection of the Banking Consumer Rights and Addressing the Public Concerns, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”) and other laws and regulations and relevant provisions and the Articles of Association of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Articles of Association”).</p>
<p>Replace all instances of “shareholders’ general meeting” with “shareholders’ meeting” in the Rules of Procedures for the Board of Directors.</p>	

Original Articles	Revised Articles
<p><b>Article 3</b> The Board of the Bank shall comprise 11 Directors, including 3 executive Directors and 8 non-executive Directors (including 4 independent Directors). The Board shall have one (1) chairman and may have vice chairman as required. The chairman and vice chairman shall be the Directors of the Bank and shall be elected or dismissed by more than half of all Directors. The structure of the members of the Board shall comply with laws, administrative regulations, rules and regulations of relevant regulatory authorities.</p> <p>Executive Directors are Directors who hold senior management positions in addition to serving as Director in the Bank. Non-executive Directors are Directors who do not hold any position other than a Director in the Bank and does not assume the responsibilities of senior management.</p>	<p><b>Article 3</b> The Board of the Bank shall comprise <u>11 to 15</u> Directors, <del>including 3 executive Directors and 8 non-executive Directors</del> <u>(including 4 independent Directors) the total number of independent Directors shall be not less than three and not less than one-third of the total number of Directors; the total number of Directors concurrently serving as the president or other senior management personnel positions and the Directors serving as the representatives of the employees shall be no more than half of Directors of the Bank.</u></p> <p>The Board shall have one (1) chairman and may have vice chairman as required. The chairman and vice chairman shall be the Directors of the Bank and shall be elected or dismissed by more than half of all Directors. The structure of the members of the Board shall comply with laws, administrative regulations, rules and regulations of relevant regulatory authorities.</p> <p>Executive Directors are Directors who hold senior management positions in addition to serving as Director in the Bank. <u>The employee Directors are Directors appointed by the Bank's employee representatives.</u> Non-executive Directors are Directors who do not hold any position other than a Director in the Bank and does not assume the responsibilities of senior management.</p>

Original Articles	Revised Articles
<p><b>Article 4</b> The Board of the Bank shall exercise the following functions and powers:</p> <p>...</p> <p>(V) to formulate the Bank's annual budgets, final accounting schemes, profit distribution plans and loss recovery plans;</p> <p>(VI) to formulate the plan for material acquisitions, acquisition of shares of the Bank, the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p>...</p> <p>(XVI) to propose to the shareholders' general meeting the engagement or replacement of an accounting firm for the audit of the Bank's accounts, and to make explanations to the shareholders' general meeting in relation to the nonstandard audit opinions produced by certified public accountants on the financial reports of the Bank;</p> <p>...</p>	<p><b>Article 4</b> The Board of the Bank shall exercise the following functions and powers:</p> <p>...</p> <p>(V) to <del>formulate</del><u>consider and approve</u> the Bank's annual budgets, <u>and</u> final accounting schemes;<sub>2</sub></p> <p><u>(VI) to formulate the Bank's</u> profit distribution plans and loss recovery plans; <del>(VI), and</del> to formulate the plan for material acquisitions, acquisition of shares of the Bank, the merger, division, dissolution, liquidation or transformation of the Bank;</p> <p>...</p> <p>(XVI) to propose to the shareholders' <del>general</del> meeting the engagement or <del>replacement</del><u>dismissal</u> of an accounting firm for <del>the audit of the Bank's accounts</del><u>conducting regular statutory audit work for the Bank's financial reports</u>, and to make explanations to the shareholders' <del>general</del> meeting in relation to the nonstandard audit opinions produced by certified public accountants on the financial reports of the Bank;</p> <p>...</p>
<p><b>Article 11</b> Board meetings include regular meetings and interim meetings. Regular Board meetings shall be held at least once a quarter and at least four times every year, and shall be convened and presided over by the chairman, with the notice of meeting sent in writing to all Directors and Supervisors at least 14 days in advance.</p>	<p><b>Article 11</b> Board meetings include regular meetings and interim meetings. Regular Board meetings shall be held at least once a quarter and at least four times every year, and shall be convened and presided over by the chairman, with the notice of meeting sent in writing to all Directors <del>and Supervisors</del> at least 14 days in advance. <u>The Bank shall notify the regulatory authority at least three working days in advance before convening a board meeting, and shall inform the Chief Compliance Officer in advance.</u></p>



Original Articles	Revised Articles
<p><b>Article 12</b> In any of the following circumstances, the chairman of the Board shall hold an interim Board meeting within 10 days:</p> <p>...</p> <p>(V) proposed by the Board of Supervisors.</p>	<p><b>Article 12</b> In any of the following circumstances, the chairman of the Board shall hold an interim Board meeting within 10 days:</p> <p>...</p> <p>(V) proposed by the <del>Board of Supervisors</del><u>Audit Committee</u>.</p>
<p><b>Article 13</b> Notice of an extraordinary Board meeting shall be given to all Directors and Supervisors at least five days before the meeting.</p>	<p><b>Article 13</b> Notice of an extraordinary Board meeting shall be given to all Directors<del>—and Supervisors</del> at least five days before the meeting.</p>
<p><b>Article 18</b> Shareholders representing more than one-tenth of the voting rights, members of the Board, specialized committees of the Board, the Board of Supervisors, or the President may individually or jointly submit proposals to the Board.</p>	<p><b>Article 18</b> Shareholders representing more than one-tenth of the voting rights, members of the Board, specialized committees of the Board, <del>the Board of Supervisors</del>, or the President may individually or jointly submit proposals to the Board.</p>
<p><b>Article 23</b> A Board meeting shall be attended by more than half of the Directors. Board meetings may be held on site and in the form of written circular. Telephone meetings or video meetings shall also be deemed as on-site meetings as long as the parties can hear and fully communicate with each other. Any Director who attends a Board meeting via teleconferencing or videoconferencing shall be deemed as having attended the meeting.</p> <p>...</p>	<p><b>Article 23</b> A Board meeting shall be attended by more than half of the Directors. Board meetings may be held on site and in the form of written <del>circular</del><u>resolution</u>. Telephone meetings or video meetings shall also be deemed as on-site meetings as long as the parties can hear and fully communicate with each other. Any Director who attends a Board meeting via teleconferencing or videoconferencing shall be deemed as having attended the meeting.</p> <p>...</p>

Original Articles	Revised Articles
<p><b>Article 24</b> For a Board meeting, a vote may be taken by voting at the meeting (including video conferencing) and by correspondence. In the case of voting by correspondence, the following conditions and procedures shall be met:</p> <p>(I) the issues to be voted on by such method are notified to all Directors three days in advance, and relevant background information of topics for discussion and other information and data are provided to facilitate the Directors' decision making;</p> <p>(II) relevant issues are voted on separately instead of collectively by Directors;</p> <p>(III) voting by such method is necessary, and the proposal for voting by such method shall specify the reason for voting by correspondence and that taking such form of voting complies with the Articles of Association or the Rules of Procedure for Board Meetings;</p> <p>(IV) an effective time limit shall be specified for voting by correspondence. Any Director who does not cast a vote within the specified effective time limit shall be deemed as absent from the meeting.</p>	<p><del><b>Article 24</b> For a Board meeting, a vote may be taken by voting at the meeting (including video conferencing) and by correspondence. In the case of voting by correspondence, the following conditions and procedures shall be met:</del></p> <p><del>(I) the issues to be voted on by such method are notified to all Directors three days in advance, and relevant background information of topics for discussion and other information and data are provided to facilitate the Directors' decision making;</del></p> <p><del>(II) relevant issues are voted on separately instead of collectively by Directors;</del></p> <p><del>(III) voting by such method is necessary, and the proposal for voting by such method shall specify the reason for voting by correspondence and that taking such form of voting complies with the Articles of Association or the Rules of Procedure for Board Meetings;</del></p> <p><del>(IV) an effective time limit shall be specified for voting by correspondence. Any Director who does not cast a vote within the specified effective time limit shall be deemed as absent from the meeting.</del></p>

Original Articles	Revised Articles
<p><b>Article 25</b> If any Director has connection with the enterprise involved in the resolution made at a Board meeting, the said Director shall not vote on the said resolution for himself or on behalf of other Directors. A Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non-connected directors. If the number of non-connected Directors attending the meeting is less than three, the matter shall be submitted to the shareholders' general meeting for consideration. A Director shall not vote on the contract, arrangement or any other proposals with which he or any associates of his has material interest, and such Director shall not be counted into the quorum of the meeting.</p>	<p><del>Article 25</del><b>Article 24</b> If any Director has connection with the enterprise <u>or individual</u> involved in the resolution made at a Board meeting, <u>the director shall timely report to the Board in writing. The connected—the said</u> Director shall not vote on the said resolution for himself or on behalf of other Directors. A Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non-connected directors. <u>If a material related party transaction is involved, it must be approved by more than two-thirds of the non-connected Directors.</u> If the number of non-connected Directors attending the meeting is less than three, the matter shall be submitted to the shareholders' <del>general</del> meeting for consideration. A Director shall not vote on the contract, arrangement or any other proposals with which he or any associates of his has material interest, and such Director shall not be counted into the quorum of the meeting.</p>
<p><b>Article 26</b> When the Board convenes a Board meeting, it shall notify the Board of Supervisors in advance to send representatives to attend, and other attendees shall be determined by the meeting convener. Without the consent of the meeting convener, no one else may attend the Board meeting.</p>	<p><del>Article 26</del><b>Article 25</b> <del>When the Board convenes a Board meeting, it shall notify the Board of Supervisors in advance to send representatives to attend</del><u>Senior management may present at the Board meetings as needed,</u> and other attendees shall be determined by the meeting convener. Without the consent of the meeting convener, no one else may attend the Board meeting.</p>

Original Articles	Revised Articles
<p><b>Article 28</b> Directors shall devote sufficient time to performing their duties. A Director shall attend at least two thirds of the on-site Board meetings in person every year. Where a Director is unable to attend a Board meeting for any reason, he may appoint another Director of the same class in writing to attend the meeting on his behalf. A Director shall accept the appointment as proxy from at most two Directors who have not attended the meeting in person. When considering related party transactions, a non-related Director may not appoint a related Director to attend on his/her behalf.</p> <p>If any Director fails to attend at least two thirds of the Board meetings in a year or fails to attend Board meetings in person or by proxy for two consecutive times, the said Director shall be deemed incapable of performing his duties, and the Board shall suggest that the shareholders' general meeting remove the said Director.</p> <p>If any independent Director fails to attend Board meetings in person for three consecutive times, the Board or the Board of Supervisors shall propose to the shareholders' general meeting to remove the said Director.</p>	<p><del>Article 28</del><b>Article 27</b> Directors shall devote sufficient time to performing their duties. A Director shall attend at least two thirds of the on-site Board meetings in person every year. Where a Director is unable to attend a Board meeting for any reason, he may appoint another Director of the same class in writing to attend the meeting on his behalf. A Director shall accept the appointment as proxy from at most two Directors who have not attended the meeting in person. When considering related party transactions, a non-related Director may not appoint a related Director to attend on his/her behalf.</p> <p>If any Director fails to attend at least two thirds of the Board meetings in a year or fails to attend Board meetings in person or by proxy for two consecutive times, the said Director shall be deemed incapable of performing his duties, and the Board shall suggest that the shareholders' <del>general</del> meeting remove the said Director.</p> <p>If any independent Director fails to attend Board meetings in person for three consecutive times, the Board <del>or the Board of Supervisors</del> shall propose to the shareholders' <del>general</del> meeting to remove the said Director.</p>

Original Articles	Revised Articles
<p><b>Article 33</b> Voting on Board meetings may be conducted by open ballot. Each Director shall be entitled to one vote. Resolutions made by the Board shall be approved by more than half of all the Directors. Major events, such as profit distribution plans, remuneration plans, major investments, major asset disposal plans, appointment or dismissal of senior management officers, capital replenishment plans, major equity changes, and financial reorganization, shall be voted on at an on-site meeting and are subject to approval by more than two-thirds of Directors of the Board.</p>	<p><del>Article 33</del> <b>Article 32</b> <del>Voting on Board meetings may be conducted by open ballot</del> Resolutions of the Board <u>may be voted by means of on-site meetings and written resolutions.</u> Each Director shall be entitled to one vote. <u>When the credit extended by the Bank to substantial shareholders is overdue, the voting rights of the directors nominated or dispatched by such shareholder at Board meetings shall be restricted.</u> Resolutions made by the Board shall be approved by more than half of all the Directors. Major events, such as profit distribution plans, remuneration plans, major investments, major asset disposal plans, appointment or dismissal of senior management officers, capital replenishment plans, major equity changes, and financial reorganization, shall be voted on at an on-site meeting and are subject to approval by more than two-thirds of Directors of the Board.</p>
<p><b>Article 35</b> The presider of the meeting should announce on site whether each matter under consideration has been approved based on the voting results. The meeting should make a concise and clear meeting resolution on the matters requiring a vote under consideration, which should be read out before the end of the meeting and signed by all directors present at the meeting (including the signatures of the proxy directors).</p>	<p><del>Article 35</del> <b>Article 34</b> <u>If the meeting is convened on site, the presider of the meeting shall announce the voting results forthwith. If the meeting is convened in writing, the board secretary shall promptly notify the directors of the voting results.</u> <del>The presider of the meeting should announce on site whether each matter under consideration has been approved based on the voting results. The meeting should make a concise and clear meeting resolution on the matters requiring a vote under consideration, which should be read out before the end of the meeting and signed by all directors present at the meeting (including the signatures of the proxy directors).</del></p>

Original Articles	Revised Articles
<p><b>Article 37</b> The Supervisors and non-director senior management officers who attend Board meetings may express their opinions and suggestions on relevant topics, but shall have no voting right. If the procedures of the Board of Directors violate laws, administrative regulations, rules or the Articles of Association of the bank, the Supervisors may raise objections and require timely correction.</p>	<p><del><b>Article 37</b></del><u><b>Article 36</b></u> <del>The Supervisors and</del> Non-director senior management officers who attend Board meetings may express their opinions and suggestions on relevant topics, but shall have no voting right. <del>If the procedures of the Board of Directors violate laws, administrative regulations, rules or the Articles of Association of the bank, the Supervisors may raise objections and require timely correction.</del></p>
<p><b>Article 39</b> The Office of the Board shall be responsible for filing the Board meeting as the minutes, which shall be signed by the attending directors and the minutes recorder. Any attending directors shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The Directors with different opinions on the meeting minutes may make additional remarks when affixing signatures. The minutes of meetings of the Board of Directors shall be kept permanently as archives of the Bank.</p>	<p><del><b>Article 39</b></del><u><b>Article 38</b></u> The Office of the Board shall be responsible for filing <u>resolutions regarding matters discussed at on-site meetings of the Board meeting</u> as the minutes, which shall be signed by the attending directors and the minutes recorder. Any attending Directors shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The Directors with different opinions on the meeting minutes may make additional remarks when affixing signatures. The minutes of meetings of the Board of Directors shall be kept permanently as archives of the Bank.</p>
<p><b>Article 47</b> These rules shall be formulated and amended by the Board of Directors of the Bank, and the Board shall be responsible for the interpretation.</p>	<p><del><b>Article 47</b></del> <del>These rules shall be formulated and amended by the Board of Directors of the Bank, and the Board shall be responsible for the interpretation.</del></p>
<p><b>Article 48</b> These rules, as an appendix to the Articles of Association of the Bank, are subject to and shall become effective from the date of the consideration and approval of the shareholders' general meeting and the approval of the national financial regulatory institution.</p>	<p><del><b>Article 48</b></del><u><b>Article 46</b></u> These rules <u>shall be formulated and amended by the Board of Directors, as an appendix to the Articles of Association of the Bank, are subject to</u> and shall become effective <u>from the date of the</u><del>upon</del> consideration and approval of the shareholders' <del>general</del> meeting and <u>on the effective date of the Articles of Association of the Bank approval of the national financial regulatory institution.</u> <u>The original Rules of Procedure for the Board of Directors of Bank of Jiujiang Co., Ltd. (Revised in September 2023) are hereby repealed.</u></p>

Original Articles	Revised Articles
<p><b>Article 1</b> In order to standardize the management of related party transactions of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Bank”), and effectively control the risks of related party transactions, these Measures are formulated in accordance with the Company Law of the People’s Republic of China, the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (China Banking and Insurance Regulatory Commission Order [2022] No.1), the Response Standards for Relevant Questions of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (CBIRC General Office Letter [2023] No.25), the Notice of the General Office of the CBIRC on Strengthening the Data Governance of Equity and Related Party Transactions of Banking and Insurance Institutions (CBIRC General Office Issue [2022] No.101), the articles of association of the Bank and other regulations.</p>	<p><b>Article 1</b> In order to standardize the management of related party transactions of Bank of Jiujiang Co., Ltd.* (hereinafter referred to as the “Bank”), and effectively control the risks of related party transactions, these Measures are formulated in accordance with the Company Law of the People’s Republic of China, the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions—<del>(China Banking and Insurance Regulatory Commission Order [2022] No.1)</del>, the Response Standards for Relevant Questions of the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions <del>(CBIRC General Office Letter [2023] No.25)</del>, the Notice of the General Office of the CBIRC on Strengthening the Data Governance of Equity and Related Party Transactions of Banking and Insurance Institutions <del>(CBIRC General Office Issue [2022] No.101)</del>, <u>the Decision of the National Financial Regulatory Administration on Amending Certain Regulations, the Articles of Association of Bank of Jiujiang Co., Ltd.*</u> and other <u>rules and</u> regulations, taking into account practical conditions of the Bank.</p>
<p>Amending all references to “shareholder’s general meeting(s)” to “shareholders’ meeting(s)” in the Administrative Measures for the Related Party Transactions of Bank of Jiujiang Co., Ltd.*.</p>	



Original Articles	Revised Articles
<p><b>Article 24</b> Approval of related party transactions</p> <p>The Bank shall establish and improve the internal control mechanism for related party transactions, optimize the management process of related party transactions, and ensure that the review opinions of key links and the resolutions and records of the meetings of the Related Party Transactions Control Committee and other meetings shall be clear and accessible.</p> <p>The general related party transactions shall be reviewed in accordance with the internal management system and authorization procedures, and reported to the Related Party Transactions Control Committee for record. The major related party transactions shall be reviewed by the Related Party Transactions Control Committee and then submitted to the Board of Directors for approval. The resolution made at the meeting of the Board of Directors must be approved by more than 2/3 of non-related party directors. If the number of non-related party directors attending the meeting of the Board of Directors is less than three, it shall be submitted to the shareholder's general meeting for consideration.</p>	<p><b>Article 24</b> Approval of related party transactions</p> <p>The Bank shall establish and improve the internal control mechanism for related party transactions, optimize the management process of related party transactions, and ensure that the review opinions of key links and the resolutions and records of the meetings of the Related Party Transactions Control Committee and other meetings shall be clear and accessible.</p> <p>The general related party transactions shall be reviewed in accordance with the internal management system and authorization procedures, and reported to the Related Party Transactions Control Committee for record. The major related party transactions shall be reviewed by the Related Party Transactions Control Committee and then submitted to the Board of Directors for approval. The resolution made at the meeting of the Board of Directors must be approved by more than 2/3 of non-related party directors. If the number of non-related party directors attending the meeting of the Board of Directors is less than three, it shall be submitted to the shareholder's <del>general</del> meeting for consideration.</p> <p><u>Directors, Supervisors, senior management and their close relatives of the Bank, companies directly or indirectly controlled by the aforementioned personnel, as well as other related relationships with such Director, supervisor, senior management of the Bank, shall submit their related transactions to the Board of Directors or shareholders' meeting for approval in accordance with the provisions of the company's Articles of Association after being reviewed by the Related Transaction Control Committee. The provisions of items (I), items (II) and items (V) of Article 37 of these Measures that exempt them from review shall not apply. If the subject matter of the aforementioned related transactions is the daily financial products, services, etc. provided by the Bank, and the single and cumulative transaction amounts do not meet the criteria for significant related transactions, the Board of Directors or shareholders' meeting may make a unified resolution on such related transactions.</u></p>

Original Articles	Revised Articles
	<p><u>For the purpose of this Article, the term “senior management” refers to the senior management of the Head Office and does not include the senior management of branches; “close relatives” refers to spouse, parents, children, siblings, paternal grandparents, maternal grandparents, grandchildren, and maternal grandchildren; “daily financial products and services” refers to credit (i.e., all on- and off-balance sheet businesses provided by the Bank to credit customers that may give rise to credit risks), deposits, and wealth management businesses; related parties that have other related relationships with the Bank’s Directors, Supervisors, and senior management shall, in light of actual business conditions and in accordance with the principle of substance over form, bring related relationships that may lead to interest transfer under standardized management. Where the Bank’s Directors, Supervisors, and senior management concurrently serve as independent directors of other institutions, or hold concurrent positions in institutions that have equity investment relationships with the Bank (such as related parties listed in Items (i) to (iv) of Article 8 of these Measures, and institutions significantly influenced by related parties listed in Item (ii), etc.), such situations are in principle not within the scope of regulation under Paragraph 3 of this Article. However, if transactions between the Bank and the aforementioned institutions constitute related transactions, they shall still be conducted in accordance with these Measures and other provisions of the Implementation Rules on Related Transactions of Bank of Jiujiang Co., Ltd.</u></p>

Original Articles	Revised Articles
<p><b>Article 48</b> The meanings of the following terms in these Measures are as follows:</p> <p>...</p> <p>The related legal persons or unincorporated organizations referred to these Measures do not include state administrative organs, government departments, the Central Huijin Investment Ltd. (中央匯金投資有限責任公司), the National Council for Social Security Fund, Wutongshu Investment Platform Co., Ltd. (梧桐樹投資平台有限責任公司), Deposit Insurance and Fund Management Co., Ltd., and the related parties exempted from recognition as approved by the National Administration of Financial Regulation. Where the aforementioned institutions assign the same natural person to concurrently serve as a director or supervisor of two or more banks, and there is no other related relationship, the organizations in which he/she serves as a director or supervisor do not constitute related parties.</p> <p>Enterprises controlled by the state shall not be deemed related parties solely on the ground of being controlled by the state.</p>	<p><b>Article 48</b> The meanings of the following terms in these Measures are as follows:</p> <p>...</p> <p>The related legal persons or unincorporated organizations referred to these Measures do not include state administrative organs, government departments, the Central Huijin Investment Ltd. (中央匯金投資有限責任公司), the National Council for Social Security Fund, Wutongshu Investment Platform Co., Ltd. (梧桐樹投資平台有限責任公司), Deposit Insurance and Fund Management Co., Ltd., and the related parties exempted from recognition as approved by the National Administration of Financial Regulation. Where the aforementioned institutions assign the same natural person to concurrently serve as a director or supervisor of two or more <b>banksbanking and insurance institutions</b>, and there is no other related relationship, the organizations in which he/she serves as a director or supervisor do not constitute related parties.</p> <p>Enterprises controlled by the state shall not be deemed related parties solely on the ground of being controlled by the state.</p>
<p><b>Article 51</b> These Measures are formulated by Bank of Jiujiang, and the Head Office Legal and Compliance Department is responsible for their interpretation and amendment.</p>	<p><b>Article 51</b> These Measures <del>are</del><b>shall be</b> formulated, <b>interpreted, and maintained</b> by <b>Bank of Jiujiang, and</b> the Head Office Legal and Compliance Department <del>is responsible for their interpretation and amendment.</del></p>
<p><b>Article 52</b> These Measures shall come into effect on the date of issuance. The original Administrative Measures for Related Party Transactions of Bank of Jiujiang Co., Ltd. (Revised in May 2022) are simultaneously repealed.</p>	<p><b>Article 52</b> These Measures shall come into effect on the date of issuance. The original Administrative Measures for Related Party Transactions of Bank of Jiujiang Co., Ltd. (Revised in <del>May</del><b>June 2023</b>) are simultaneously repealed.</p>

# NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING



**Bank of Jiujiang Co., Ltd.\***

**九江银行股份有限公司\***

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

**(Stock Code: 6190)**

## NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 second extraordinary general meeting (the “EGM”) of Bank of Jiujiang Co., Ltd.\* (the “**Bank**”) will be held as on-site meeting at 3:00 p.m. on Monday, 29 September 2025 at the Conference Room on 4th Floor, Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the People’s Republic of China (the “**PRC**”), for the shareholders of the Bank (the “**Shareholders**”) to consider and, if thought fit, to approve the following resolutions:

### **SPECIAL RESOLUTIONS**

1. To consider and approve the proposal in relation to the issuance of undated capital bonds;
2. To consider and approve the proposal in relation to the adjustment of corporate governance structure;
3. To consider and approve the proposal in relation to the amendments to the articles of association of the Bank;
4. To consider and approve the proposal in relation to the amendments to the rules of procedures for the shareholders’ general meeting of the Bank;
5. To consider and approve the proposal in relation to the amendments to the rules of procedures for the board of directors of the Bank; and

### **ORDINARY RESOLUTION**

6. To consider and approve the proposal in relation to the amendments to the administrative measures for the related party transactions of the Bank.

By Order of the Board  
**Bank of Jiujiang Co., Ltd.\***  
**Zhou Shixin**  
*Chairman*

Jiangxi, the People’s Republic of China  
12 September 2025

# NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

## Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The poll results will be published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.jjccb.com](http://www.jjccb.com)) in accordance with the Listing Rules.
2. Closure of register of members, eligibility for attending and voting at the EGM

Reference is made to the announcement of the Bank dated 25 August 2025, the register of members of the Bank will be closed from Tuesday, 9 September 2025 to Monday, 29 September 2025 (both days inclusive), during which period no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Bank on Monday, 29 September 2025 are entitled to attend and vote at the EGM.

For a holder of the shares of the Bank to be eligible for attending and voting at the EGM, all completed and signed share transfer documents (together with the relevant share certificates) and other appropriate documents of the holders of the shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors and Supervisors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Monday, 8 September 2025 for registration.

3. Proxy

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued shares), whether (each of) such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the proxy form, together with a notarially certified copy of the power of attorney or other authority must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for the H Shareholders) or to the office of the Board of Directors and Supervisors of the Bank at Bank of Jiujiang Mansion, No. 619 Changhong Avenue, Lianxi District, Jiujiang, Jiangxi Province, the PRC (for the Domestic Shareholders) no later than 24 hours before the scheduled time for the holding of the EGM (i.e. Sunday, 28 September 2025 at 3:00 p.m.) or no later than 24 hours before the convening of any adjournment thereof.

After the completion and return of the proxy form and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In the event that you attend the EGM and vote on the meeting, the authority of your proxy will be deemed to have been revoked.

In the case of joint holders of the shares of the Bank, any one of such holders may vote at the EGM either in person or by proxy in respect of such shares as if he/she was solely entitled thereto. However, if more than one of such joint registered holders be present at the EGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

4. Miscellaneous

- (i) The Shareholders or their proxies shall present their identity documents when attending the EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the EGM (or any adjournment thereof).

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## NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

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- (ii) The EGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses.
- (iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990

Address of the office of the Board of Directors and Supervisors:

Bank of Jiujiang Mansion  
No. 619 Changhong Avenue,  
Lianxi District, Jiujiang  
Jiangxi Province, the PRC  
Tel: (86) 792 7783 000 - 1101  
Fax: (86) 792 8325 019

- 5. The details about the aforesaid resolutions proposed for the consideration and approval at the EGM will be set out in the circular of the EGM to be issued by the Bank when appropriate.

*As at the date of this notice, the Board of the Bank comprises Mr. Zhou Shixin, Mr. Xiao Jing and Mr. Yuan Delei as executive Directors; Mr. Luo Feng, Mr. Shi Zhishan, Ms. Zhou Miao and Mr. Liu Yinan as non-executive Directors; and Ms. Wang Wanqiu, Mr. Zhang Yonghong, Mr. Tian Li, and Mr. Guo Jiequn as independent non-executive Directors.*

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