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泸州银行股份有限公司*
LUZHOU BANK CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1983)

ANNOUNCEMENT ON APPROVAL FOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION BY THE REGULATORY AUTHORITY AND ABOLISHMENT OF THE BOARD OF SUPERVISORS

References are made to the announcement dated June 4, 2025, the circular (the “**Circular**”) dated June 10, 2025 and the announcement of poll results of 2024 annual general meeting (the “**AGM**”) dated June 30, 2025 of Luzhou Bank Co., Ltd. (the “**Bank**”). The AGM held by the Bank on June 30, 2025 considered and approved, among other things, resolutions on the amendments to the articles of association of the Bank (the “**Articles of Association**”) and the abolishment of the board of supervisors.

At the AGM held by the Bank, the resolution regarding the proposed amendments to the Articles of Association was passed by the shareholders of the Bank. The board of directors of the Bank (the “**Board**”) also, based on the review opinions of the regulatory authority and within the authorization of the AGM, made further appropriate amendments to the Articles of Association (the “**Further Amendments**”). Articles involved in the Further Amendments are set out in the Appendix I to this announcement. Save as disclosed herein, all other proposed amendments to the Articles of Association as set out in the Circular remained unchanged.

The Bank received the Approval on Amendments to the Articles of Association of Luzhou Bank issued by the Sichuan Regulatory Bureau of the National Financial Regulation Administration (Chuan Jin Jian Fu [2025] No. 343) (《四川金融監管局關於泸州银行修改公司章程的批覆》(川金監覆[2025] 343號)) from the Sichuan Regulatory Bureau of the National Financial Regulation Administration on November 10, 2025, for the approval of the amended Articles of Association passed on the AGM as stated above. The amended Articles of Association took effect from the date of approval of the Sichuan Regulatory Bureau of the National Financial Regulation Administration (i.e. November 7, 2025). The full text of the amended Articles of Association is available on the website of the Bank (www.lzccb.cn) and the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

Given that the amended Articles of Association has been approved and come into effect, the board of supervisors of the Bank has been legally abolished from the date of approval of the Articles of Association, and the rules of procedure of the board of supervisors, the rules of procedure for the nomination committee under the board of supervisors and the rules of procedure for the supervision committee under the board of supervisors of the Bank and other corporate governance systems related to the board of supervisors has been terminated simultaneously. Mr. WU Wei, Mr. LYU Hong, Mr. GUO Bing, Ms. LIU Yongli and Mr. CHEN Yong have ceased to serve as supervisors of the Bank, and have confirmed that they have no disagreement with the Bank and there are no other matters that need to be brought to the attention of the shareholders of the Bank.

The Bank would like to express its sincere gratitude to supervisors for their contributions to the development of the Bank during their tenures of service.

By order of the Board
Luzhou Bank Co., Ltd.*
YOU Jiang
Chairman

Luzhou, the PRC, November 10, 2025

As at the date of this announcement, the Board comprises Mr. YOU Jiang and Mr. LIU Shirong as executive Directors; Ms. PAN Lina, Mr. XIONG Guoming, Mr. LUO Huoming and Ms. CHEN Ping as non-executive Directors; and Mr. ZHONG Jin, Mr. GAO Jinkang, Mr. CHING Yu Lung, Mr. HAN Zirong and Mr. FAN Jingdong as independent non-executive Directors.

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

APPENDIX I COMPARATIVE TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 30	The Bank may, in accordance with the provisions under laws, administrative regulations, other rules and the Articles and with the approval by the banking regulatory authorities under the State Council, repurchase its issued shares in the following circumstances: (I) reduction of the Bank's registered capital; (II) merging with another company holding shares in the Bank; (III) offering incentives to the employees of the Bank; (IV) requests for the Bank to repurchase its own shares from shareholders who have voted against the resolutions passed at a general meeting on the merger or separation of the Bank; (V) other circumstances permitted by laws and regulations and by the relevant authorities of the state. Except for the circumstances set out above, the Bank shall not be engaged in any activities of buying and selling its shares.	Article 30	The Bank may, in accordance with the provisions under laws, administrative regulations, other rules and the Articles and with the approval by the banking regulatory authorities under the State Council, repurchase its issued shares in the following circumstances: (I) reduction of the Bank's registered capital; (II) merging with another company holding shares in the Bank; (III) offering incentives to the employees of the Bank; (IV) requests for the Bank to repurchase its own shares from shareholders who have voted against the resolutions passed at a <u>general shareholders' meeting</u> on the merger or separation of the Bank; <u>(V) use of shares for conversion of convertible corporate bonds issued by the Bank;</u> <u>(VI) the share buyback is necessary for the Bank to maintain its value and protect its shareholders' equity;</u> (V)<u>(VII)</u> other circumstances permitted by laws and regulations and by the relevant authorities of the state. Except for the circumstances set out above, the Bank shall not be engaged in any activities of buying and selling <u>acquiring</u> its shares.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 31	Approval shall be obtained at a general meeting when the Bank is to repurchase its own shares because of the circumstances set out in (I) to (III) above. After the Bank has repurchased its own shares in accordance with Article 30, the shares so repurchased shall be cancelled within 10 days from the date of purchase (under the circumstances set out in (I)), or shall be transferred or cancelled within six months (under the circumstances set out in (II) and (IV)). The shares of the Bank repurchased by the Bank under the circumstances set out in (III) of Article 30 shall not exceed 5% of the total issued shares of the Bank. The funds for repurchase of such shares shall be paid out of the Bank's profits after tax, and the acquired shares shall be transferred to the Bank's employees within one year.	Article 31	Approval shall be obtained at a general<u>shareholders'</u> meeting when the Bank is to repurchase its own shares because of the circumstances set out in (I) to <u>(II)</u> (III) above. After the Bank has repurchased its own shares in accordance with Article 30, the shares so repurchased shall be cancelled within 10 days from the date of purchase (under the circumstances set out in (I)), or shall be transferred or cancelled within six months (under the circumstances set out in (II) and (IV)). The <u>number of shares held in total by</u> of the Bank <u>acquired</u> repurchased by the Bank under the circumstances set out in <u>(III), (V), (VI)</u> of Article 30 shall not exceed <u>105%</u> of the total issued shares of the Bank, <u>and shall be transferred or cancelled within three years.</u> The funds for repurchase of such shares shall be paid out of the Bank's profits after tax, and the acquired shares shall be transferred to the Bank's employees within one year. Where the Bank is to repurchase its own shares because of the circumstances set out in (III), (V), (VI) of Article 30 of the Articles of Association, it shall be resolved by the shareholders' meeting and carried out by open and centralized trade. <u>Where the laws, administrative regulations and the securities regulatory authorities of the place where the securities of the Bank are listed provide otherwise in relation to share repurchase and cancellation, such regulations shall apply.</u>

Existing Article No.	Existing Article	Revised Article No.	New Article
—	—	Article 53	<u>The Party organization established by the Bank has always held high the great banner of socialism with Chinese characteristics, guided by Marxism-Leninism, Mao Zedong Thought, Deng Xiaoping Theory, the Theory of “Three Represents”, the Scientific Outlook on Development, Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, adhering to the basic theory, the basic line and the basic strategy of the Party, firmly understanding the decisive significance of the “Two Establishments”, enhancing the “Four Consciousness”, persisting with “Four Confidences”, endeavoring to “Upholding in the Two Aspects”, asserting and strengthening the Party’s overall leadership, insisting on the Party’s self-management and strict self-governance in an all-round way, highlighting its political functions, enhancing organizational capabilities, enhancing mission awareness and responsibility, promoting the deep integration of Party building and business operations, enhancing the competitiveness, innovation, influence and risk resistance of the Bank, and providing strong political and organizational guarantees for the Bank to achieve high-quality development.</u>

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 58	The CPC committee of the Bank shall play a leading role, grasp the direction, control the situation and ensure implementation, and discuss and decide on major matters of the Bank in accordance with the provisions. The principal duties are: (I) to strengthen the CPC political construction of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all CPC members to always maintain a high degree of consistency with the CPC Central Committee with Comrade Xi Jinping as the core in political stance, political direction, political principles and political path. (II) to thoroughly study and implement Xi Jinping's Thought on Socialism with Chinese Characteristics for a New Era, study and promote the theory of the CPC, implement the CPC's routes, guidelines and policies, supervise and ensure the implementation of the major decisions and arrangements of the CPC Central Committee and the resolutions of the CPC organization at a higher level in the Bank. (III) to study and discuss major operation and management issues of the Bank, and support the general meeting, Board of Directors, Board of Supervisors and senior management in performing duties according to the laws, and the employee representatives' meeting in carrying out work. (IV) to strengthen the leadership and control over the staff selection and employment of the Bank, and focus on the construction of leadership team, cadre team and talent team of the Bank.	Article 55	The CPC committee of the Bank shall play a leading role, grasp the direction, control the situation and ensure implementation, and discuss and decide on major matters of the Bank in accordance with the provisions. The principal duties are: (I) to strengthen the CPC political construction of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all CPC members to always maintain a high degree of consistency with the CPC Central Committee with Comrade Xi Jinping as the core in political stance, political direction, political principles and political path. (II) to thoroughly study and implement Xi Jinping's Thought on Socialism with Chinese Characteristics for a New Era, study and promote the theory of the CPC, implement the CPC's routes, guidelines and policies, supervise and ensure the implementation of the major decisions and arrangements of the CPC Central Committee and the resolutions of the CPC organization at a higher level in the Bank. (III) to study and discuss <u>the basic system</u>, major operation and management issues of the Bank, and support the shareholders' meeting, Board of Directors and senior management in performing duties according to the laws, and the employee representatives' meeting in carrying out work. <u>(IV) the Bank continues to improve the democratic management system under the Party leadership, with the employee representative meeting as the basis, where major decisions shall be made with reference to the opinions of employees, major issues involving the significant interests of employees must be reviewed by the employee representative meeting or the employee meeting to ensure that employee representatives are entitled to participate in corporate governance in an orderly manner and in accordance with the laws.</u>

Existing Article No.	Existing Article	Revised Article No.	New Article
	(V) to perform the main body responsibility of the construction of a clear and honest party of the Bank, lead and support the internal discipline inspection organization to perform the supervision and accountability duties, strictly regulate political discipline and political rules, and promote the comprehensive and strict governance of the Party to the grass-root level. (VI) to enhance construction of the grassroots CPC organization and party forces, unite and lead the employees to actively participate in the reform and development of the Bank. (VII) to provide leadership over the Bank's ideological and political work, efforts for cultural and ethical progress, united front work, lead the Bank's labor union, the Communist Youth League, women's organizations and other mass organizations.		(IVV) to strengthen the leadership and control over the staff selection and employment of the Bank, and focus on the construction of leadership team, cadre team and talent team of the Bank. (VVI) to perform the main body responsibility of the construction of a clear and honest party of the Bank, lead and support the internal discipline inspection organization to perform the supervision and accountability duties, strictly regulate political discipline and political rules, and promote the comprehensive and strict governance of the Party to the grass-root level. (VHVI) to enhance construction of the grassroots CPC organization and party forces, unite and lead the employees to actively participate in the reform and development of the Bank. (VHVIII) to provide leadership over the Bank's ideological and political work, efforts for cultural and ethical progress, united front work, lead the Bank's labor union, the Communist Youth League, women's organizations and other mass organizations.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 57	The Bank shall adhere to the principle of the Party supervising the performance of officials, and the CPC committee of the Bank should consist of one secretary, one to two deputy secretaries, and several other committee members. The specific number of posts shall be set up according to the reply of the CPC organization at a higher level. The Discipline Inspection Commission of the Bank should consist of one secretary, and several committee members. The specific number of posts shall be set up according to the reply of the CPC organization at a higher level.	Article 59	The Bank shall adhere to the principle of the Party supervising the performance of officials, and the <u>The CPC committee of the Bank should consist of nine members, including</u> one secretary, one to two deputy secretaries, and several other <u>six</u> committee members. <u>Members of the Party committee should generally have at least three years of party standing.</u> The specific number of posts shall be set up according to the reply of the CPC organization at a higher level. The Discipline Inspection Commission of the Bank should consist of <u>seven members, including</u> one secretary, and several <u>six other</u> committee members. The specific number of posts shall be set up according to the reply of the CPC organization at a higher level. <u>Where the number of Party members in a subsidiary branch of the Bank exceeds 100, a sub-Party committee may be established. Such sub-Party committee shall typically be composed of five to nine members, including one secretary.</u> <u>Where a Party branch of the Bank has seven or more full Party members, a Party branch committee shall be established. The branch committee shall be elected by the CPC members' general meeting, and each term of office is generally three years.</u>

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 67	If any director or senior manager violates the laws, administrative regulations or the Articles in fulfilling their duties, thereby causing any loss to the Bank, the shareholders individually or jointly holding more than 1% of the shares in the Bank for more than 180 consecutive days may request in writing the Board of Supervisors to initiate proceedings in the people's court. If the Board of Supervisors violates the laws, administrative regulations or the Articles in fulfilling its duties, thereby causing any loss to the Bank, the aforesaid shareholders may send written request to the Board to initiate proceedings in the people's court. Upon receipt of such written request from the aforesaid shareholders, if the Board of Supervisors or the Board refuses to initiate such proceedings, or has not initiated proceedings within 30 days upon receipt of the request, or if under urgent situations, failure of initiating immediate proceeding may cause irremediable damages to the Bank, the aforesaid shareholders shall, for the Bank's interests, have the right to initiate proceedings directly to the people's court in their own name. If any other person infringes upon the legitimate rights and interests of the Bank, thereby causing any loss to the Bank, the aforesaid shareholders in this article may institute legal proceedings to the people's court pursuant to the preceding provisions.	Article 66	If any director or senior manager violates the laws, administrative regulations or the Articles in fulfilling their duties, thereby causing any loss to the Bank, the shareholders individually or jointly holding more <u>no less</u> than 1% of the shares in the Bank for more <u>no less</u> than 180 consecutive days may request in writing the Board of Supervisors <u>audit committee</u> to initiate proceedings in the people's court. If the Board of Supervisors <u>audit committee</u> violates the laws, administrative regulations or the Articles in fulfilling its duties, thereby causing any loss to the Bank, the aforesaid shareholders may send written request to the Board to initiate proceedings in the people's court. Upon receipt of such written request from the aforesaid shareholders, if the Board of Supervisors <u>audit committee</u> or the Board refuses to initiate such proceedings, or has not initiated proceedings within 30 days upon receipt of the request, or if under urgent situations, failure of initiating immediate proceeding may cause irremediable damages to the Bank, the aforesaid shareholders shall <u>may</u>, for the Bank's interests, have the right to initiate proceedings directly to the people's court in their own name. If any other person infringes upon the legitimate rights and interests of the Bank, thereby causing any loss to the Bank, the aforesaid shareholders in this article may institute legal proceedings to the people's court pursuant to the preceding provisions.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 78	The Board shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following events: (I) the number of directors falls short of the quorum required by the Company Law or less than two thirds of the number stipulated in the Articles; (II) the outstanding loss of the Bank is at least one third of the Bank's total paid-up share capital; (III) shareholders who individually or jointly hold above 10% of the voting shares of the Bank have requested to convene the meeting in writing; (IV) the Board deems it necessary to convene the meeting; (V) the Board of Supervisors proposes to convene the meeting; (VI) above half and no less than two of the independent directors propose to convene the meeting; (VII) the chairman of the Board or the president proposes to convene the meeting in special circumstances; (VIII) above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);	Article 77	The Board shall convene an extraordinary general shareholders' meeting within two months from the date of occurrence of any of the following events: (I) the number of directors falls short of the quorum number required by the Company Law or less than two thirds of the number stipulated in the Articles of members of the Board elected by the shareholders' meeting; (II) the outstanding loss of the Bank is at least one third of the Bank's total paid-up share capital; (III) shareholders who individually or jointly hold above 10% of the voting shares of the Bank have requested to convene the meeting in writing; (IV) the Board deems it necessary to convene the meeting; (V) the audit committee Board of Supervisors proposes to convene the meeting; (VI) above half and no less than two of the independent directors propose to convene the meeting; (VII) the chairman of the Board or the president proposes to convene the meeting in special circumstances; (VIII) above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);

Existing Article No.	Existing Article	Revised Article No.	New Article
	(IX) any other circumstances as stipulated by the laws, administrative regulations, other rules or the Articles. Regarding the circumstance in subparagraph (II) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank knows about the occurrence of the circumstance. The amount of shareholding mentioned in sub-paragraph (III) above is calculated as on the day when the shareholders raise a request in written.		(VIII) any other circumstances as stipulated by the laws, administrative regulations, other rules or the Articles. Regarding the circumstance in subparagraph (II) above, the time limit for convening an extraordinary general shareholders' meeting shall start from the date when the Bank knows about the occurrence of the circumstance. The amount of shareholding mentioned in sub-paragraph (III) above is calculated as on the day when the shareholders raise a request in written.
Article 83	If shareholders require convening an extraordinary general meeting or class meeting, the following procedure shall be followed: If a proposing shareholder requests the Board to convene an extraordinary general meeting or class meeting, he shall put forward such request to the Board in writing; where shareholders individually or jointly holding more than 10% of shares with voting rights request the Board to convene an extraordinary general meeting, they shall put forward such request to the Board in writing and state the issues for discussion of the meeting. The amount of shareholding mentioned above is calculated as on the day when the shareholders make the request in writing. The Board shall convene an extraordinary or class meeting responsively after receipt of the aforesaid written request.	Article 82	If shareholders require convening an extraordinary general shareholders' meeting or class meeting, the following procedure shall be followed: If a proposing shareholder requests the Board to convene an extraordinary general shareholders' meeting or class meeting, he shall put forward such request to the Board in writing; where shareholders individually or jointly holding more no less than 10% of shares with voting rights request the Board to convene an extraordinary general shareholders' meeting, <u>the Board shall make a decision as to whether or not to convene an extraordinary shareholders' meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing.</u> they shall put forward such request to the Board in writing and state the issues for discussion of the meeting. The amount of shareholding mentioned above is calculated as on the day when the shareholders make the request in writing. The Board shall convene an extraordinary or class meeting responsively after receipt of the aforesaid written request.

Existing Article No.	Existing Article	Revised Article No.	New Article
	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 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes general meetings. Prior to the resolutions of general meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%. Where the shareholders convene a general meeting because the Board fails to convene the meeting pursuant to the aforesaid provisions, the reasonable fees incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting directors.		If the Board <u>disagrees to convene an extraordinary shareholders' meeting or fails to reply to the shareholders in writing</u> issue a notice of meeting within 310 days after receipt of the aforesaid written request, the shareholders tendering the said request <u>shall be entitled to propose to the audit committee to convene an extraordinary shareholders' meeting, and shall submit the request to the audit committee in writing. The audit committee shall make a decision as to whether or not to convene an extraordinary shareholders' meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing.</u> <u>If the audit committee disagrees to convene an extraordinary shareholders' meeting or fails to reply to the shareholders in writing within 10 days after receipt of the aforesaid written request, the shareholders tendering the said request</u> may by themselves convene a meeting within 4 months after the Board<u>audit committee</u> receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes general<u>shareholders'</u> meetings. Prior to the resolutions of general<u>shareholders'</u> meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%. Where the shareholders convene a general<u>shareholders'</u> meeting because the Board and the audit committee fails to convene the meeting pursuant to the aforesaid provisions, the reasonable fees incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting directors.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 108	General meetings shall be convened by the Board and presided over by the chairman of the Board. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to preside over the meeting on his behalf or a director shall be jointly elected by more than half of the directors to preside over the meeting. If no presider is appointed, the attending shareholders may elect a person to preside over the meeting. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof) holding the most voting shares thereat shall preside over the meeting. A general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is unable or fails to perform his duties, more than half of the supervisors shall jointly elect a supervisor to perform relevant duties. At a general meeting convened by the shareholders themselves, the convener shall organize the shareholders to elect a representative presider. When a general meeting is held and the presider violates the terms of reference for general meetings which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.	Article 107	General <u>Shareholders'</u> meetings shall be convened by the Board and presided over by the chairman of the Board. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to preside over the meeting on his/her behalf or a director shall be jointly elected by more than half of the directors to preside over the meeting. If no presider is appointed, <u>more than half of</u> the attending shareholders may <u>jointly</u> elect a person to preside over the meeting. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof) holding the most voting shares thereat shall preside over the meeting. A general <u>shareholders'</u> meeting convened by the <u>audit committee</u> Board of Supervisors itself shall be presided over by the chairman of the <u>audit committee</u> Board of Supervisors. Where the chairman of the <u>audit committee</u> Board of Supervisors is unable or fails to perform his/her duties, more than half of the <u>members of audit committee</u> supervisors shall jointly elect a <u>member of audit committee</u> supervisor to perform relevant duties. At a general <u>shareholders'</u> meeting convened by the shareholders themselves, the convener shall organize <u>more than half of the attending</u> shareholders to <u>jointly</u> elect a <u>one</u> representative presider. When a general <u>shareholders'</u> meeting is held and the presider violates the terms of reference for general <u>shareholders'</u> meetings which makes it difficult for the general <u>shareholders'</u> meeting to continue, a person may be elected at the general <u>shareholders'</u> meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 124	The method and procedure for nominating directors and supervisors of the Bank are: (I) Regarding directors and supervisors elected and replaced at the general meeting, the preceding Board and the Board of Supervisors may individually nominate candidates for directors and supervisors according to the number of directors and supervisors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank's total shares in issue with voting rights may nominate candidates for directors or supervisors to the Board, Board of Supervisors or other convenor of the general meeting, and the nomination and remuneration committee of the Board shall have the right to nominate candidates for non-independent directors; but the number of nominees shall comply with the Articles and shall not exceed the number of directors or supervisors to be elected. Candidates for employee directors (supervisors) shall be elected through democratic election at the employee representatives' meeting of the Bank.	Article 123	The method and procedure for nominating directors and supervisors of the Bank are: (I) Regarding directors and supervisors elected and replaced at the general meeting <u>shareholders' meetings, the preceding Board and the Board of Supervisors may individually nominate candidates for directors and supervisors according to the number of directors and supervisors to be elected to the extent of the number specified by the Articles; Shareholders individually or jointly holding above 3% of the Bank's total shares in issue with voting rights</u> <u>and the nomination and remuneration committee under the Board shall have the right to</u> may nominate candidates for <u>non-independent</u> directors or supervisors to the Board, Board of Supervisors or other convenor of the general meeting;; <u>and shareholders individually or jointly holding above 1% of the Bank's total shares in issue with voting rights, the board of directors, and the nomination and remuneration committee of</u> under the Board and audit committee under the Board shall have the right to nominate candidates for <u>non-independent directors;</u> but the number of nominees shall comply with the Articles and shall not exceed the number of directors or supervisors to be elected. Candidates for employee directors (supervisors) shall be elected through democratic election at the employee representatives' meeting of the Bank.

Existing Article No.	Existing Article	Revised Article No.	New Article
	A shareholder or his related party shall not nominate candidates for directors and supervisors at the same time; where a candidate for director (supervisor) nominated by a shareholder or his related party is approved to sit on the Board or the Board of Supervisors, the shareholder shall not nominate any candidate for director (supervisor) until the term of office of the director (supervisor) expires or the director (supervisor) is replaced; and, generally, the number of candidates for directors or supervisors nominated by a shareholder and his related party shall not exceed one third of the number of members of the Board or the Board of Supervisors; the nomination and remuneration committee of the Board shall avoid being affected by shareholders and exercise the right to nominate directors independently and prudently. Except as otherwise prescribed by laws, administrative regulations, departmental rules, and listing rules of the stock exchange where the securities of the Bank are listed. (II) The nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the director or supervisor candidates, and submit the qualified candidates to the Board or the Board of Supervisors for consideration. Upon approval by the Board or the Board of Supervisors, the resume and basic information of the director or supervisor candidates shall be submitted as a written proposal to the general meeting.		<u>The shareholder that has nominated non-independent directors and his/her related parties shall not nominate independent directors</u> A shareholder or his related party shall not nominate candidates for directors and supervisors at the same time; where a candidate for director (supervisor) nominated by a shareholder or his/her related party is approved to sit on the Board or the Board of Supervisors, the shareholder shall not nominate any candidate for director (supervisor) until the term of office of the director (supervisor) expires or the director (supervisor) is replaced; and, generally, the number of candidates for directors or supervisors nominated by a shareholder and his/her related party shall not exceed one third of the number of members of the Board or the Board of Supervisors; the nomination and remuneration committee of the Board shall avoid being affected by shareholders and exercise the right to nominate directors independently and prudently. Except as otherwise prescribed by laws, administrative regulations, departmental rules, and listing rules of the stock exchange where the securities of the Bank are listed. (II) The nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the director or supervisor candidates, and submit the qualified candidates to the Board or the Board of Supervisors for consideration. Upon approval by the Board or the Board of Supervisors, the resume and basic information of the director or supervisor candidates shall be submitted as a written proposal to the general meeting <u>shareholders' meetings.</u>

Existing Article No.	Existing Article	Revised Article No.	New Article
	(III) The director or supervisor candidates shall prior to the general meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfill the duties as director or supervisor if elected. (IV) In the event of a temporary vacancy of director or supervisor, the Board or the Board of Supervisors shall propose a list of director or supervisor candidates for the general meeting to elect or replace.		(III) The director or supervisor candidates shall prior to the general meeting shareholders' meetings 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 director or supervisor if elected. (IV) In the event of a temporary vacancy of director or supervisor, the Board or the Board of Supervisors shall propose a list of director or supervisor candidates for the general meeting shareholders' meetings to elect or replace.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 155	A general meeting may dismiss a director within his term of office by an ordinary resolution provided that the relevant laws, administrative regulations and provisions of the stock exchange where the securities of the Bank are listed are observed (however, the claim of such director for compensation under any contract shall not be affected). Directors shall observe the laws, administrative regulations and the Articles, and fulfill the following obligations of honesty: (I) not to abuse his official powers to accept bribes or other unlawful income, and not to expropriate the Bank's property; (II) not to embezzle monies of the Bank; (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; (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 or without the consent of the general meeting or the Board; (V) not to conclude any contract or conduct any transaction with the Bank counter to the Articles or without the consent of the general meeting;	Article 154	A generalshareholders' meeting may dismiss a director within his term of office by an ordinary resolution provided that the relevant laws, administrative regulations and provisions of the stock exchange where the securities of the Bank are listed are observed (however, the claim of such director for compensation under any contract shall not be affected). Directors shall observe the laws, administrative regulations and the Articles, and fulfill the following obligations of honesty: (I) not to abuse his official powers to accept bribes or accept other unlawful income, and not to expropriate the Bank's property; (II) <u>not to expropriate the Bank's property, and</u> not to embezzle monies of the Bank; (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; (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 or without the consent of the general meeting or the Board; (V) not to conclude any contract or conduct any transaction with the Bank counter to the Articles or without the consent of the general meeting;

Existing Article No.	Existing Article	Revised Article No.	New Article
	(VI) without the consent of the general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Bank, or conduct for themselves or others any businesses similar to those of the Bank; (VII) not to take as their own any commission for any transaction with the Bank; (VIII) not to disclose any secret of the Bank; (IX) not to use their related party relations to damage the interests of the Bank; (X) to fulfill other obligations of honesty stipulated by laws, administrative regulations, other rules and the Articles. Earnings obtained by a director counter to the provisions herein shall belong to the Bank, and the said director shall be liable for compensation for any loss incurred to the Bank.		(IVVI) without the consent of the <u>shareholders' meetings</u> 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; (VVH) not to take as their own any commission for any transaction <u>between others</u> with the Bank; (VIVH) not to disclose any secret of the Bank; (VIII) not to use their related party relations to damage the interests of the Bank; (VIII) to fulfill other obligations of honesty stipulated by laws, administrative regulations, other rules and the Articles. Earnings obtained by a director counter to the provisions herein shall belong to the Bank, and the said director shall be liable for compensation for any loss incurred to the Bank.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 159	A director may resign before his term of office expires. In resigning his duties, a director shall tender a written resignation to the Board. If the term of office of a director expires but re-election is not made responsively or if any director resigns during his term of office so that the normal operations of the Bank are affected or membership of the Board falls short of the quorum or two-thirds of the number specified in the Articles, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, other rules and the Articles until a new director taking his/her office. The remaining directors shall convene an extraordinary general meeting as soon as possible to elect a director to fill the vacancy caused by the said resignation. The directors of the Bank shall not resign without the approval of the regulatory authorities if the Bank is conducting a disposal with material risks. Save as provided in the preceding paragraph, a director's resignation shall be effective when his resignation is served to the Board. The powers of the Board of Directors shall be exercised by the general meeting until the number of directors meets the requirements when the number of board members is short of the quorum specified in the Company Law or the quorum required for voting by the Board of Directors due to the dismissal by the general meeting or death of directors, resignation of independent directors for the loss of independence, or other circumstances where a director cannot perform its duties.	Article 158	A director may resign before his term of office expires. In resigning his duties, a director shall tender a written resignation to the Board. If the term of office of a director expires but re-election is not made responsively or if any director resigns during his term of office so that the normal operations of the Bank are affected or membership of the Board falls short of the quorum or two-thirds of the number specified in the Articles <u>of members of the Board elected by the shareholders' meeting</u>, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, other rules and the Articles until a new director taking his/her office. The remaining directors shall convene an extraordinary general <u>shareholders'</u> meeting as soon as possible to elect a director to fill the vacancy caused by the said resignation. The directors of the Bank shall not resign without the approval of the regulatory authorities if the Bank is conducting a disposal with material risks. Save as provided in the preceding paragraph, a director's resignation shall be effective when his resignation is served to the Board. The powers of the Board of Directors shall be exercised by the general <u>shareholders'</u> meeting until the number of directors meets the requirements when the number of board members is short of the quorum specified in the Company Law or the quorum required for voting by the Board of Directors due to the dismissal by the general <u>shareholders'</u> meeting or death of directors, resignation of independent directors for the loss of independence, or other circumstances where a director cannot perform its <u>his/her</u> duties.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 164	Directors of the Bank include independent directors. Independent directors are directors who do not hold any positions in the Bank other than as independent director and do not maintain with the Bank and its substantial shareholders a connection which may possibly hamper their independent and objective judgments. More than one third of the Board members shall be independent directors and the number of independent directors shall be at least three. The number of independent directors shall be in line with the laws, administrative regulations, Hong Kong Listing Rules and other rules, and at least one independent director shall have relevant professional qualification or shall have professional specialty in accounting or related financial management. An independent director should have high professional competence and a good reputation, and should meet the following conditions at the same time: (I) is qualified to be director of the Bank pursuant to the laws, administrative regulations, other rules and provisions of the securities regulatory authorities in the place where the securities of the Bank are listed; (II) meets the independence requirements as specified in Hong Kong Listing Rules and the Articles; (III) has a Bachelor's degree or above or has an intermediate title or above in related professions; (IV) has the basic knowledge about the management of commercial banks, and is familiar with the laws, regulations and rules relating to the operation and management of commercial banks;	Article 163	Directors of the Bank include independent directors. Independent directors are directors who do not hold any positions in the Bank other than as independent director and do not maintain with the Bank and its substantial shareholders a connection which may possibly hamper their independent and objective judgments. More<u>No less</u> than one third of the Board members shall be independent directors and the number of independent directors shall be at least three. The number of independent directors shall be in line with the laws, administrative regulations, Hong Kong Listing Rules and other rules, and at least one independent director shall have relevant professional qualification or shall have professional specialty in accounting or related financial management. An independent director should have high professional competence and a good reputation, and should meet the following conditions at the same time: (I) is qualified to be director of the Bank pursuant to the laws, administrative regulations, other rules and provisions of the securities regulatory authorities in the place where the securities of the Bank are listed; (II) meets the independence requirements as specified in Hong Kong Listing Rules and the Articles; (III) has a Bachelor's degree or above or has an intermediate title or above in related professions; (IV) has the basic knowledge about the management of commercial banks, and is familiar with the laws, regulations and rules relating to the operation and management of commercial banks;

Existing Article No.	Existing Article	Revised Article No.	New Article
	(V) has more than five years' experience in legal, economic, financial or other work beneficial for fulfilling duties as independent director; (VI) is able to read, understand and analyze the credit statistics statements and financial statements of commercial banks; (VII) meets other conditions as specified in the Articles.		(V) has moreno less than five years' experience in legal, economic, financial, finance or other work beneficial for fulfilling duties as independent director; (VI) is able to read, understand and analyze the credit statistics statements and financial statements of commercial banks; <u>(VII) possessing good personal character with no record of serious dishonesty or other misconduct;</u> (VIII) meets other conditions as specified in the <u>laws, administrative regulations, the National Financial Regulatory Administration regulations, CSRC regulations, business rules of stock exchanges and the</u> Articles.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 183	The Board shall exercise the following functions and powers: (I) to convene a general meeting and report its work to the general meeting; (II) to implement resolutions of the general meeting; (III) to decide on the Bank's business plans, investment proposals and to formulate development strategies and supervise the implementation of the strategies; (IV) to formulate the Bank's annual financial budgets, final accounts, risk capital allocation plans, profit distribution plans and loss recovery plans; (V) to formulate proposals for increase or decrease of the registered capital, issuance of bonds or other securities and listing plans of the Bank; (VI) to formulate plans for material acquisitions, purchase of shares of the Bank or merger, division, dissolution and transformation of the Bank;	Article 181	The Board shall exercise the following functions and powers: (I) to convene a general <u>shareholders'</u> meeting and report its work to the general <u>shareholders'</u> meeting; (II) to implement resolutions of the general meeting <u>shareholders' meetings</u>; (III) to decide on the Bank's business plans, investment proposals and to formulate development strategies and supervise the implementation of the strategies; (IV) to formulate the Bank's annual financial budgets, final accounts, risk capital allocation plans, profit distribution plans and loss recovery plans; (V) to formulate proposals for increase or decrease of the registered capital, issuance of bonds or other securities and listing plans of the Bank; (VI) to formulate plans for material acquisitions, purchase of shares of the Bank or merger, division, dissolution and transformation of the Bank;

Existing Article No.	Existing Article	Revised Article No.	New Article
	(VII) to decide on major events of the Bank within the authorization of the general meeting, such as daily operations, external investments, acquisition, sales and swap of assets, external guarantees, pledge of assets, entrusted wealth management, financial lease, related party transactions and disposal and write-offs of assets; (VIII) to appoint or dismiss under regulatory requirements senior managers including the president, vice president and secretary of the Board of the Bank nominated by the chairman; determine remunerations, rewards and punishments for senior managers; (IX) to formulate the basic management system of the Bank, and decide on the rights of senior management on the formulation of business procedures and other specific rules; (X) to formulate proposals for any amendment to the Articles, formulate the rules of procedure of the Shareholders' General Meeting and the rules of procedure of the Board of Directors, and submit the same to the general meeting for consideration and approval; and to consider and approve the rules of procedure for the special committees under the Board; (XI) to be responsible for the Bank's information disclosure, and undertake the ultimate responsibility for the truthfulness, accuracy, completeness and promptness of the Bank's accounting and financial reports; (XII) to formulate a standard scheme for the remuneration and allowances of the directors of the Bank; (XIII) to listen to work reports of the Bank's president and examine the work of the president;		(VII) to decide on major events of the Bank within the authorization of the general meeting shareholders' meetings, such as daily operations, external investments, acquisition, sales and swap of assets, external guarantees, pledge of assets, entrusted wealth management, financial lease, related party transactions and disposal and write-offs of assets; (VIII) to appoint or dismiss under regulatory requirements senior managers including the president, vice president and secretary of the Board of the Bank nominated by the chairman; determine remunerations, rewards and punishments for senior managers; (IX) to formulate the basic management system of the Bank, and decide on the rights of senior management on the formulation of business procedures and other specific rules; (X) to formulate proposals for any amendment to the Articles, formulate the Rules of Procedure of the Shareholders' General Meeting and the Rules of Procedure of the Board of Directors, and submit the same to the general shareholders' meeting for consideration and approval; and to consider and approve the rules of procedure for the special committees under the Board; (XI) to be responsible for the Bank's information disclosure, and undertake the ultimate responsibility for the truthfulness, accuracy, completeness and promptness of the Bank's accounting and financial reports; (XII) to formulate a standard scheme for the remuneration and allowances of the directors of the Bank; (XIII) to listen to work reports of the Bank's president and examine the work of the president;

Existing Article No.	Existing Article	Revised Article No.	New Article
	(XIV) to determine the risk tolerance level, risk management and internal control policies of the Bank, and to assume the ultimate responsibility for the overall risk management; (XV) to supervise the work performance of the Bank's senior management and deliberate senior management's evaluation on the Bank's president, vice president, chief financial officer and other senior managers and the reports of evaluation by the Bank's senior managers on each other; and to organize the evaluation on directors and evaluation by independent directors on each other and report relevant evaluation results to the Board of Supervisors; (XVI) to regularly evaluate and improve the Bank's corporate governance; (XVII) to nominate the candidates of the next session of the Board; (XVIII) to apply for bankruptcy to the People's Court on behalf of the Bank according to the authorization of the general meeting; (XIX) to decide on the plans for establishment of internal management structure of the Bank and establishment and withdrawal of branches of the Bank; (XX) to establish an identification, investigation and management mechanism for the conflict of interest between the Bank and shareholders, especially substantial shareholders, and assume the management responsibility for shareholders' affairs;		(XIV) to determine the risk tolerance level, risk management and internal control policies of the Bank, and to assume the ultimate responsibility for the overall risk management; (XV) to supervise the work performance of the Bank's senior management and deliberate senior management's evaluation on the Bank's president, vice president, chief financial officer and other senior managers and the reports of evaluation by the Bank's senior managers on each other; and to organize the evaluation on directors and evaluation by independent directors on each other and report relevant evaluation results to the audit committee Board of Supervisors; (XVI) to regularly evaluate and improve the Bank's corporate governance; (XVII) to nominate the candidates of the next session of the Board; (XVIIVII) to apply for bankruptcy to the People's Court on behalf of the Bank according to the authorization of the general shareholders' meeting; (XVIIIIX) to decide on the plans for establishment of internal management structure of the Bank and establishment and withdrawal of branches of the Bank; (XXIX) to establish an identification, investigation and management mechanism for the conflict of interest between the Bank and shareholders, especially substantial shareholders, and assume the management responsibility for shareholders' affairs;

Existing Article No.	Existing Article	Revised Article No.	New Article
	(XXI) to undertake the ultimate responsibility for information technology risks and examination and approval of mid-and-long term information technology strategies, and regularly review the Bank's reports on information technology construction and risk management; (XXII) to have the right to determine the pricing and the business investment between the Bank and other financial institutions, including bond investment, entrusted wealth management, purchase of wealth management products, purchase of designated (specialized) asset management plans, trust plans, beneficiary certificates issued by securities companies, right to yields on claims of margin trading and short selling, securities investment funds and other business investment and pricing; (XXIII) to be in charge of determining green credit development strategies, examine and approve the green credit objectives determined and the green credit reports submitted by senior management, and supervise and appraise the Bank's implementation of green credit development strategies; (XXIV) to assume the ultimate responsibility for the protection of consumer rights of the Bank, safeguard the legitimate rights of financial consumers and other stakeholders, regularly listen to the reports on the progress of the protection of consumer rights; (XXV) to formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management; (XXVI) to propose to the general meeting of the engagement or dismissal of the accounting firm that conducts regular and statutory audit on the financial reports of the Bank;		(XXF) to undertake the ultimate responsibility for information technology risks and examination and approval of mid-and-long term information technology strategies, and regularly review the Bank's reports on information technology construction and risk management; (XXH) to have the right to determine the pricing and the business investment between the Bank and other financial institutions, including bond investment, entrusted wealth management, purchase of wealth management products, purchase of designated (specialized) asset management plans, trust plans, beneficiary certificates issued by securities companies, right to yields on claims of margin trading and short selling, securities investment funds and other business investment and pricing; (XXHH) to be in charge of determining green credit development strategies, examine and approve the green credit objectives determined and the green credit reports submitted by senior management, and supervise and appraise the Bank's implementation of green credit development strategies; (XXHIII) to assume the ultimate responsibility for the protection of consumer rights of the Bank, safeguard the legitimate rights of financial consumers and other stakeholders, regularly listen to the reports on the progress of the protection of consumer rights; (XXVIV) to formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management; (XXVII) to propose to the <u>general meeting shareholders' meetings</u> of the engagement or dismissal of the accounting firm that conducts regular and statutory audit on the financial reports of the Bank;

Existing Article No.	Existing Article	Revised Article No.	New Article
	(XXVII) to formulate the Bank's data strategy, approve or authorize the approval on major issues in relation to data governance, urge senior management to improve the effectiveness of data governance, and assume ultimate responsibility for data governance; (XXVIII) to be responsible for the Bank's anti-money laundering and counter terrorist financing policies, supervise the implementation of anti-money laundering and counter terrorist financing policies, and assume ultimate responsibility for the Bank's anti-money laundering and counter terrorist financing work; and (XXIX) to exercise other functions and powers that shall be exercised by the Board according to the laws, regulations, Hong Kong Listing Rules and the Articles.		(XXVVHVI) to formulate the Bank's data strategy, approve or authorize the approval on major issues in relation to data governance, urge senior management to improve the effectiveness of data governance, and assume ultimate responsibility for data governance; (XXVHHVII) to be responsible for the Bank's anti-money laundering and counter terrorist financing policies, supervise the implementation of anti-money laundering and counter terrorist financing policies, and assume ultimate responsibility for the Bank's anti-money laundering and counter terrorist financing work; and (XXIXVIII) to exercise other functions and powers that shall be exercised by the Board according to the laws, regulations, Hong Kong Listing Rules and the Articles. <u>The following matters shall be approved by more than half of all members of the audit committee before the Board makes a resolution:</u> <u>(I) appointment or dismissal of the accounting firm undertaking the audit affairs for the company;</u> <u>(II) appointment or dismissal of the financial controller;</u> <u>(III) disclosure of financial accounting reports;</u> <u>(IV) other matters as stipulated by the securities regulatory authority of the State Council.</u>

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 193	Voting on Board meetings may be conducted through on-site meeting and circulation of written resolution. Provisional Board meetings may be held and pass resolutions by means of circulation of written resolution, with the resolutions signed by the voting directors, provided that the directors fully express their opinions. Voting by means of circulation of written resolution shall not be adopted on especially significant matters, including relevant matters set out in sub-paragraphs (V), (VI) and (X) (excluding the formulation of the rules of procedure of the Shareholders' General Meeting and the rules of procedure of the Board of Directors, and consideration and approval of the rules of procedure for the special committees under the Board) of Article 181 and profit distribution plans, remuneration plans, risk capital allocation plans, significant investments, disposal of material assets, appointment or dismissal of senior managers, capital replenishment plan, material equity change, and financial reorganization, and other matters that may have an especially material impact on the Bank and accordingly shall be approved by voting of more than two thirds of all directors as deemed by more than half of all directors or according to laws, administrative regulations, provisions of relevant regulatory authorities and the Articles. The aforesaid especially major matters shall be subject to approval of more than two thirds of all directors. For other matters apart from the aforesaid especially significant matters, adoption of or resolution on any proposal by the Board shall be subject to approval of more than half of all directors of the Bank. The "directors" and "all directors" as referred to in counting the number of directors attending and voting at the Board meetings are directors whose qualifications have been approved by the regulatory authorities.	Article 191	Voting on Board meetings may be conducted through on-site meeting and circulation of written resolution. Provisional Board meetings may be held and pass resolutions by means of circulation of written resolution, with the resolutions signed by the voting directors, provided that the directors fully express their opinions. Voting by means of circulation of written resolution shall not be adopted on especially significant matters, including relevant matters set out in sub-paragraphs (V), (VI) and (X) (excluding the formulation of the rules of procedure Rules of Procedure of the Shareholders' General Meeting and the rules of procedure Rules of Procedure of the Board of Directors, and consideration and approval of the rules of procedure for the special committees under the Board) of Article 1831 and profit distribution plans, remuneration plans, risk capital allocation plans, significant investments, disposal of material assets, appointment or dismissal of senior managers, capital replenishment plan, material equity change, and financial reorganization, and other matters that may have an especially material impact on the Bank and accordingly shall be approved by voting of more no less than two thirds of all directors as deemed by more than half of all directors or according to laws, administrative regulations, provisions of relevant regulatory authorities and the Articles. The aforesaid especially major matters shall be subject to approval of more no less than two thirds of all directors. For other matters apart from the aforesaid especially significant matters, adoption of or resolution on any proposal by the Board shall be subject to approval of more than half of all directors of the Bank. The "directors" and "all directors" as referred to in counting the number of directors attending and voting at the Board meetings are directors whose qualifications have been approved by the regulatory authorities.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 204	The primary duties of the audit committee are to examine the Bank's risks and compliance status, accounting policies, financial report procedures and financial conditions, undertake the Bank's annual audit work, propose the appointment and replacement of the external audit institution, produce judgement report on the truthfulness, accuracy, completeness and promptness of the audited financial information and submit the report to the Board for consideration.	Article 202	The primary duties of the audit committee are to examine the Bank's risks and compliance status, accounting policies, financial report procedures and financial conditions, undertake the Bank's annual audit work, propose the appointment and replacement of the external audit institution, produce judgement report on the truthfulness, accuracy, completeness and promptness of the audited financial information and submit the report to the Board for consideration. <u>The audit committee exercises the relevant powers and functions of the board of supervisors as stipulated in the Company Law and regulatory regimes.</u> <u>The audit committee shall convene at least one regular meeting each year. An extraordinary meeting may be convened at the request of the Board or chairman of the Board, when two or more members propose, or when the convener deems it necessary. A meeting of the audit committee shall be convened only when more than half of the members are present.</u> <u>Any resolution of the audit committee shall be passed by more than half of the members of the audit committee.</u> <u>Resolutions of the audit committee shall be decided on a one-person, one-vote basis.</u> <u>Meeting minutes shall be prepared for the resolutions of the audit committee in accordance with the regulations, and the members of the audit committee attending the meeting shall sign on the meeting minutes.</u> <u>The rules of procedures for the audit committee shall be formulated by the Board.</u>

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 268	No person shall hold the position of director, supervisor and senior manager of the Bank in one of the following circumstances: (I) a person without or with limited capacity for civil conduct; (II) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out; (III) a director, factory director or manager of companies or enterprises which were bankrupted and liquidated due to bad operation, whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three years have not elapsed from which the liquidation of the company or enterprise was completed; (IV) a legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked; (V) a person or his spouse with relatively large amounts of due and outstanding debt or who is engaged in high-risk investments obviously in excess of his family property affordability;	Article 231	No person shall hold the position of director, supervisor and senior manager of the Bank in one of the following circumstances: (I) a person without or with limited capacity for civil conduct; (II) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out, <u>or in case of a sentence to probation, less no more than two years have lapsed from the date of the conclusion of the probation period;</u> (III) a director, factory director or manager of companies or enterprises which were bankrupted and liquidated due to bad operation, whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three years have not elapsed from which the liquidation of the company or enterprise was completed; (IV) a legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked <u>or was ordered to close down;</u> (V) a person or his spouse with listed as a judgment defaulter by the People's Court due to relatively large amounts of due and outstanding debt or who is engaged in high-risk investments obviously in excess of his family property affordability;

Existing Article No.	Existing Article	Revised Article No.	New Article
	(VI) a person under a penalty of prohibited access to the securities market imposed by the securities regulatory authorities under the State Council, which penalty is still effective, or under investigation by judicial authorities for suspected violations of criminal law and the investigation is still on-going; (VII) a person dismissed by other commercial banks or organizations due to non-performance of fiduciary duties or disciplinary offences; (VIII) a shareholder or person in a shareholders' institution whose loans from the Bank (excluding bank deposits or loans pledged with treasury bonds) exceed the audited net book value of the shares held by him in the previous year; (IX) a person or enterprise employee with due and outstanding loans at the Bank; (X) a person within his term of office or who is disqualified for life from being director and senior managers by the financial regulatory authorities; (XI) a person who breaches the honesty principle by providing false documents in fulfilling his duties; (XII) a person who has an obvious conflict of interest with duties of director or senior manager to be appointed; (XIII) a person whose act is in violation of social morality, causing bad influences; (XIV) a non-natural person;		(VI) a person under a penalty of prohibited access to the securities market imposed by the securities regulatory authorities under the State Council, which penalty is still effective, or under investigation by judicial authorities for suspected violations of criminal law and the investigation is still on-going; (VII) a person dismissed by other commercial banks or organizations due to non-performance of fiduciary duties or disciplinary offences; (VIII) a shareholder or person in a shareholders' institution whose loans from the Bank (excluding bank deposits or loans pledged with treasury bonds) exceed the audited net book value of the shares held by him in the previous year; (IX) a person or enterprise employee with due and outstanding loans at the Bank; (X) a person within his term of office or who is disqualified for life from being director and senior managers by the financial regulatory authorities; (XI) a person who breaches the honesty principle by providing false documents in fulfilling his duties; (XII) a person who has an obvious conflict of interest with duties of director or senior manager to be appointed; (XIII) a person whose act is in violation of social morality, causing bad influences; (XIV) a non-natural person;

Existing Article No.	Existing Article	Revised Article No.	New Article
	(XV) a person judged by the relevant competent authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling; (XVI) other persons banned from holding the position as stipulated by the law, administrative regulations, departmental rules, regulatory documents, relevant rules of the securities regulatory authorities in the place where the securities of the Bank are listed or other relevant regulatory authorities and the Articles. Any election, appointment or employment of directors, supervisors and senior managers in violation of this paragraph shall be invalid. The Bank shall dismiss any director, supervisor and senior manager if he is involved in the circumstances of this provision during his term of office.		(XV) a person judged by the relevant competent authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling; (XVI) other persons banned from holding the position as stipulated by the law, administrative regulations, departmental rules, regulatory documents, relevant rules of the securities regulatory authorities in the place where the securities of the Bank are listed or other relevant regulatory authorities and the Articles. Any election, appointment or employment of directors, supervisors and senior managers in violation of this paragraph shall be invalid. The Bank shall dismiss any director, supervisor and senior manager if he is involved in the circumstances of this provision during his term of office.
Article 294	The common reserve fund of the Bank shall be applied to make up its losses, expand its business operations or increase its capital. The capital reserve fund, however, shall not be used to make up the Bank's losses.	Article 259	The common reserve fund of the Bank shall be applied to make up its losses, expand its business operations or increase its registered capital. <u>When using the common reserve fund to cover the loss of the Bank, the discretionary common reserve fund and statutory common reserve fund shall be used first; if the loss still cannot be covered, the capital reserve fund can be used in accordance with regulations</u> The capital reserve fund, however, shall not be used to make up the Bank's losses.

Existing Article No.	Existing Article	Revised Article No.	New Article
Article 320	In the event the Bank is divided, its property shall be divided accordingly. In the event the Bank is divided, the parties to the division shall enter into a division agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the division, and shall publish an announcement in a newspaper at least three times within 30 days. The company established after the division shall assume the liability for the debts incurred by the Bank before the division in accordance with the agreement between the parties.	Article 285	In the event the Bank is divided, its property shall be divided accordingly. In the event the Bank is divided, the parties to the division shall enter into a division agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the division, and shall publish an announcement in a newspaper <u>or the National Enterprise Credit Information Publicity System</u> at least three times within 30 days. <u>The debts of the Bank prior to its division shall be jointly assumed by the surviving companies after the division unless a written agreement has been entered into by the Bank and its creditors in relation to the repayment of debts before the division.</u> The company established after the division shall assume the liability for the debts incurred by the Bank before the division in accordance with the agreement between the parties.
Article 330	A creditor shall claim his/her creditor's rights from the liquidation committee within the period specified in the Articles. During the period of the claim, the creditor shall explain all matters relevant to the creditor's rights he/she has claimed and provide relevant evidential documents. The liquidation committee shall register such creditor's rights.	Article 295	A creditor shall claim his/her creditor's rights from the liquidation committee within the period specified in the Articles <u>A creditor shall claim his/her creditor's rights from the liquidation committee within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement if they have not received the notice.</u> During the period of the claim, the creditor shall explain all matters relevant to the creditor's rights he/she has claimed and provide relevant evidential documents. The liquidation committee shall register such creditor's rights. <u>During the period of claiming the creditors' rights, the liquidation committee shall not repay the creditors.</u>