THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 **Zhongyuan Bank Co., Ltd.***, you should at once hand this circular, together with the form 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).

中原銀行股份有限公司*

ZHONGYUAN BANK CO., LTD.*

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

(Stock Code: 1216)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD., IMPLEMENTATION PLANS FOR THE ACQUISITION OF PUYANG ZHONGYUAN COUNTY BANK, MENGJIN MINFENG COUNTY BANK AND LUANCHUAN MINFENG COUNTY BANK AND ESTABLISHMENT OF BRANCHES, AUTHORIZING THE CHAIRMAN OF THE BANK TO HANDLE MATTERS RELATED TO THE ACQUISITION AND MERGER BY ABSORPTION, APPOINTMENT OF EXECUTIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS, DISSOLUTION OF THE BOARD OF SUPERVISORS OF THE BANK AND ABOLITION OF THE CORPORATE GOVERNANCE SYSTEM RELATED TO THE BOARD OF SUPERVISORS, AMENDMENTS TO THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF ZHONGYUAN BANK CO., LTD., AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD'S MEETING OF ZHONGYUAN BANK CO., LTD. AND NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

The Letter from the Board is set out on pages 3 to 15 of this circular.

The Bank will physically convene the 2025 Second EGM at 3:00 p.m. on November 10, 2025 (Monday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The Notice of the 2025 Second Extraordinary General Meeting is set out on pages EGM-1 to EGM-4 of this circular.

Whether or not you intend to attend and/or vote at the 2025 Second EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the form of proxy to the H Share Registrar (for the H Shareholders) or to the office of the Board (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 2025 Second EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 Second EGM or any adjournment thereof should you so wish.

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

October 20, 2025

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NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING EGM-1

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

"2025 Second Extraordinary General Meeting" or "2025 Second EGM"	the 2025 second extraordinary general meeting to be physically held by the Bank at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 3:00 p.m. on November 10, 2025 (Monday)
"Acquisition" or "Acquisition and Merger by Absorption"	the Bank's acquisition of Puyang Zhongyuan County Bank, Mengjin Minfeng County Bank, Luanchuan Minfeng County Bank, and restructuring of them into branches of Zhongyuan Bank and merger of Puyang Zhongyuan County Bank, Mengjin Minfeng County Bank and Luanchuan Minfeng County Bank by absorption
"Articles of Association of the Bank"	the articles of association of the Bank, as amended, supplemented or otherwise modified from time to time
"Bank" or "Zhongyuan Bank"	Zhongyuan Bank Co., Ltd.* (中原銀行股份有限公司*), a joint stock company incorporated on December 23, 2014 in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange, and, if the context requires, including its predecessors, branches, sub-branches and subsidiaries
"Board" or "Board of Directors"	the board of directors of the Bank
"Company Law"	the Company Law of the People's Republic of China
"Director(s)"	the director(s) of the Bank
"Domestic Share(s)"	the ordinary share(s) issued by the Bank in the PRC with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid up in RMB
"Domestic Shareholder(s)"	the holder(s) of Domestic Share(s)
"H Share(s)"	the overseas-listed ordinary share(s) in the share capital of the Bank, which is/are listed on the Main Board of the Stock Exchange (stock code: 1216) and traded in Hong Kong dollars, and has a nominal value of RMB1.00 each

"H Share Registrar"	Computershare Hong Kong Investor Services Limited, the H share registrar of the Bank
"H Shareholder(s)"	the holder(s) of the H Share(s)
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Puyang Zhongyuan County Bank"	Puyang Zhongyuan County Bank Co., Ltd., a joint stock company established in China on March 21, 2012, a subsidiary of the Bank
"Mengjin Minfeng County Bank"	Mengjin Minfeng County Bank Co., Ltd., a joint stock company established in China on November 23, 2011, a subsidiary of the Bank
"Luanchuan Minfeng County Bank"	Henan Luanchuan Minfeng County Bank Co., Ltd., a joint stock company established in China on June 16, 2008, a subsidiary of the Bank
"PRC" or "China"	the People's Republic of China, which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan of the PRC
"Share(s)"	the ordinary share(s) in the share capital of the Bank with a nominal value of RMB1.00 each, including the Domestic Share(s) and the H Share(s)
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

中原銀行股份有限公司*
ZHONGYUAN BANK CO., LTD.*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1216)

Executive Director:
Mr. GUO Hao

Non-executive Directors:
Mr. FENG Ruofan
Ms. ZHANG Shu

Independent non-executive Directors:
Mr. XU Yiguo
Ms. ZHAO Zijian
Mr. WANG Maobin
Mr. PAN Xinmin
Mr. GAO Pingyang

Registered office in the PRC:
No. 9 Waihuan Road, Financial Island
Zhengdong New District
Zhengzhou
Henan Province, the PRC

Principal place of business in Hong Kong:
40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

To the Shareholders,

Dear Sir or Madam,

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF ZHONGYUAN BANK CO., LTD., IMPLEMENTATION PLANS FOR THE ACQUISITION OF PUYANG ZHONGYUAN COUNTY BANK, MENGJIN MINFENG COUNTY BANK AND LUANCHUAN MINFENG COUNTY BANK AND ESTABLISHMENT OF BRANCHES, AUTHORIZING THE CHAIRMAN OF THE BANK TO HANDLE MATTERS RELATED TO THE ACQUISITION AND MERGER BY ABSORPTION, APPOINTMENT OF EXECUTIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS, DISSOLUTION OF THE BOARD OF SUPERVISORS OF THE BANK AND ABOLITION OF THE CORPORATE GOVERNANCE SYSTEM RELATED TO THE BOARD OF SUPERVISORS, AMENDMENTS TO THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING OF ZHONGYUAN BANK CO., LTD., AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD'S MEETING OF ZHONGYUAN BANK CO., LTD. AND NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The Bank will convene the 2025 Second EGM at 3:00 p.m. on November 10, 2025 (Monday) at which the resolutions will be proposed for the Shareholders to consider and approve, if thought fit, the followings, including: (1) amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.; (2) implementation plans for the acquisition of Puyang Zhongyuan County Bank, Mengjin Minfeng County Bank and Luanchuan Minfeng County Bank and establishment of branches; (3) authorizing the chairman of the Bank to handle matters related to the acquisition and merger by absorption; (4) appointment of executive director of the third session of the Board of Directors; (5) dissolution of the Board of Supervisors of the Bank and abolition of the corporate governance system related to the Board of Supervisors; (6) amendments to the Rules of Procedures of the Shareholders' general meeting of Zhongyuan Bank Co., Ltd.; and (7) amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.

The purpose of this circular is to provide you with the details of the resolutions above. The Notice of the 2025 Second Extraordinary General Meeting is set out on pages EGM-1 to EGM-4 of this circular.

II. MATTERS TO BE PROPOSED AT THE 2025 SECOND EGM

1. Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.

Reference is made to the announcement of the Bank dated August 28, 2025 in relation to, among other things, the proposed amendments to the Articles of Association of the Bank.

In order to further implement the provisions of laws, regulations and regulatory requirements, and to promote the standardization of corporate governance system, pursuant to the Company Law, the Notice of National Financial Regulatory Administration on Matters Concerning the 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 relevant laws and regulations as well as the latest requirements of the regulatory systems, and in light of the actual condition of the Bank, the Bank will propose to amend certain clauses of the Articles of Association of the Bank in force. For the comparative table of the amendments, please refer to Appendix I of this circular. The Bank's Articles of Association is prepared in Chinese, if there is any inconsistency between the English and Chinese versions of the document, the Chinese version shall prevail.

The amended Articles of Association of the Bank shall become effective upon consideration and approval at 2025 Second EGM and approval from the banking regulatory authority.

The Bank will propose at 2025 Second EGM to approve the Amendments to the Articles of Association of the Bank, and the granting of authority to the Board to, and the delegation of such authority by the Board to the chairman of the Bank to: make corresponding adjustments and amendments to the wording, chapters and clauses of the Articles of Association of the Bank in accordance with the advices and recommendations of the competent government authorities and regulatory authorities, and timely report these adjustments and amendments to the Board of Directors; and deal with the approval, registration or filing procedures for the aforesaid documents with competent government authorities and regulatory authorities according to the laws upon these amendments.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2025 Second EGM for consideration by way of a special resolution.

2. Implementation Plans for the Acquisition of Puyang Zhongyuan County Bank, Mengjin Minfeng County Bank and Luanchuan Minfeng County Bank and Establishment of Branches

2.1 Implementation Plan for the Acquisition of Puyang Zhongyuan County Bank and Establishment of a Branch

In order to implement the spirit of the relevant policies of the CPC Central Committee and the State Council on winning the battle of preventing and resolving financial risks with determination, the Bank will propose to acquire Puyang Zhongyuan County Bank by cash, restructure it into a branch of Zhongyuan Bank and merge Puyang Zhongyuan County Bank by absorption.

I. Specific Method of Acquisition of Puyang Zhongyuan County Bank and Transaction Consideration

Zhongyuan Bank will acquire 28,787,500 shares held by other shareholders of Puyang Zhongyuan County Bank by cash, restructure it into a branch of Zhongyuan Bank and merge Puyang Zhongyuan County Bank by absorption (the "**Acquisition of Puyang Zhongyuan County Bank**"). Based on the asset valuation of Puyang Zhongyuan County Bank as of March 31, 2025 by Vocation (Beijing) International Asset Valuation Co., Ltd., an independent asset evaluation company, the transaction price for the Acquisition of Puyang Zhongyuan County Bank is set at RMB1.33 per share (the specific transaction consideration is subject to the valuation results after filing with the competent financial department).

After the completion of the Acquisition of Puyang Zhongyuan County Bank, Zhongyuan Bank will inherit and take over all the assets, creditors' rights and debts, business, personnel, contracts and all other legal rights and obligations of Puyang Zhongyuan County Bank. Puyang Zhongyuan County Bank will be cancelled as an independent legal entity and restructured into a branch of Zhongyuan Bank.

II. Basic Information of Puyang Zhongyuan County Bank

Puyang Zhongyuan County Bank was established on March 21, 2012, initiated by Zhongyuan Bank (formerly Hebi Bank), with a registered capital of RMB58.75 million, of which 51% is held by the Bank. The business scope includes: taking deposits from the public; extending short-term, medium-term and long-term loans; effecting domestic payment settlements; accepting and discounting bills; engaging in interbank lending; engaging in bank card business; acting as the issuance agent, the cashing agent or the underwriter of government bonds; collecting and making payment as agent; and other businesses approved by the banking regulatory authorities under the State Council.

As of March 31, 2025, Puyang Zhongyuan County Bank had total assets of RMB1.775 billion, net assets of RMB78 million, deposits absorbed of RMB1.681 billion, and loan balances of RMB1.336 billion. The financial statements of Puyang Zhongyuan County Bank, a subsidiary of the Bank, have been included in the scope of the Bank's consolidated statement. The Acquisition of Puyang Zhongyuan County Bank has minor impact on the Bank's financial indicators.

III. Treatment for Creditors' Rights and Debts

Both parties will perform the creditor notification and announcement procedures in accordance with the requirements of the relevant laws and regulations, and will pay off or promote a third party to pay off their debts in advance or provide additional guarantees to their respective creditors upon the request of their respective creditors made within the statutory period. All outstanding debts and all creditors' rights of Puyang Zhongyuan County Bank will be inherited by Zhongyuan Bank upon completion of the Acquisition of Puyang Zhongyuan County Bank.

IV. Listing Rules Implication

As all applicable percentage ratios in respect of the Acquisition of Puyang Zhongyuan County Bank are less than 5%, the Acquisition of Puyang Zhongyuan County Bank does not constitute a notifiable transaction under Chapter 14 of the Listing Rules. In addition, the Acquisition of Puyang Zhongyuan County Bank also does not constitute a connected transaction under Chapter 14A of the Listing Rules. Pursuant to the Company Law and other laws and regulations and the Articles of Association of the Bank, the Acquisition of Puyang Zhongyuan County Bank shall be proposed at the Shareholders' general meeting for approval.

2.2 Implementation Plan for the Acquisition of Mengjin Minfeng County Bank and Establishment of a Branch

In order to implement the spirit of the relevant policies of the CPC Central Committee and the State Council on winning the battle of preventing and resolving financial risks with determination, the Bank will propose to acquire Mengjin Minfeng County Bank by cash, restructure it into a branch of Zhongyuan Bank and merge Mengjin Minfeng County Bank by absorption.

I. Specific Method of Acquisition of Mengjin Minfeng County Bank and Transaction Consideration

Zhongyuan Bank will acquire 98,133,000 shares held by other shareholders of Mengjin Minfeng County Bank by cash, restructure it into a branch of Zhongyuan Bank and merge Mengjin Minfeng County Bank by absorption (the "**Acquisition of Mengjin Minfeng County Bank**"). Based on the asset valuation of Mengjin Minfeng County Bank as of March 31, 2025 by China United Assets Appraisal Group Co., Ltd., an independent asset evaluation company, the transaction price for the Acquisition of Mengjin Minfeng County Bank is set at RMB2.99 per share (the specific transaction consideration is subject to the valuation results after filing with the competent financial department).

After the completion of the Acquisition of Mengjin Minfeng County Bank, Zhongyuan Bank will inherit and take over all the assets, creditors' rights and debts, business, personnel, contracts and all other legal rights and obligations of Mengjin Minfeng County Bank. Mengjin Minfeng County Bank will be cancelled as an independent legal entity and restructured into a branch of Zhongyuan Bank.

II. Basic Information of Mengjin Minfeng County Bank

Mengjin Minfeng County Bank was established on November 23, 2011, initiated by Zhongyuan Bank (formerly Bank of Luoyang), with a registered capital of RMB150.00 million, of which 34.58% is held by the Bank. The business scope includes: taking deposits from the public; extending short-term, medium-term and long-term loans; effecting domestic payment settlements; accepting and discounting bills; engaging in interbank lending; engaging in bank card business; acting as the issuance agent, the cashing agent or the underwriter of government bonds; collecting and making payment as agent.

As of March 31, 2025, Mengjin Minfeng County Bank had total assets of RMB3.735 billion, net assets of RMB448 million, deposits absorbed of RMB3.246 billion, and loan balances of RMB1.885 billion. The financial statements of Mengjin Minfeng County Bank, a subsidiary of the Bank, have been included in the scope of the Bank's consolidated statement. The Acquisition of Mengjin Minfeng County Bank has minor impact on the Bank's financial indicators.

III. Treatment for Creditors' Rights and Debts

Both parties will perform the creditor notification and announcement procedures in accordance with the requirements of the relevant laws and regulations, and will pay off or promote a third party to pay off their debts in advance or provide additional guarantees to their respective creditors upon the request of their respective creditors made within the statutory period. All outstanding debts and all creditors' rights of Mengjin Minfeng County Bank will be inherited by Zhongyuan Bank upon completion of the Acquisition of Mengjin Minfeng County Bank.

IV. Listing Rules Implication

As all applicable percentage ratios in respect of the Acquisition of Mengjin Minfeng County Bank are less than 5%, the Acquisition of Mengjin Minfeng County Bank does not constitute a notifiable transaction under Chapter 14 of the Listing Rules. In addition, the Acquisition of Mengjin Minfeng County Bank also does not constitute a connected transaction under Chapter 14A of the Listing Rules. Pursuant to the Company Law and other laws and regulations and the Articles of Association of the Bank, the Acquisition of Mengjin Minfeng County Bank shall be proposed at the Shareholders' general meeting for approval.

2.3 Implementation Plan for the Acquisition of Luanchuan Minfeng County Bank and Establishment of a Branch

In order to implement the spirit of the relevant policies of the CPC Central Committee and the State Council on winning the battle of preventing and resolving financial risks with determination, the Bank will propose to acquire Luanchuan Minfeng County Bank by cash, restructure it into a branch of Zhongyuan Bank and merge Luanchuan Minfeng County Bank by absorption.

I. Specific Method of Acquisition of Luanchuan Minfeng County Bank and Transaction Consideration

Zhongyuan Bank will acquire 106,176,000 shares held by other shareholders of Luanchuan Minfeng County Bank by cash, restructure it into a branch of Zhongyuan Bank and merge Luanchuan Minfeng County Bank by absorption (the "**Acquisition of Luanchuan Minfeng County Bank**"). Based on the asset valuation of Luanchuan Minfeng County Bank as of March 31, 2025 by China United Assets Appraisal Group Co., Ltd., an independent asset evaluation company, the transaction price for the Acquisition of Luanchuan Minfeng County Bank is set at RMB4.25 per share (the specific transaction consideration is subject to the valuation results after filing with the competent financial department).

After the completion of the Acquisition of Luanchuan Minfeng County Bank, Zhongyuan Bank will inherit and take over all the assets, creditors' rights and debts, business, personnel, contracts and all other legal rights and obligations of Luanchuan Minfeng County Bank. Luanchuan Minfeng County Bank will be cancelled as an independent legal entity and restructured into a branch of Zhongyuan Bank.

II. Basic Information of Luanchuan Minfeng County Bank

Luanchuan Minfeng County Bank was established on June 16, 2008, initiated by Zhongyuan Bank (formerly Bank of Luoyang), with a registered capital of RMB152.40 million, of which 30.33% is held by the Bank. The business scope includes: taking deposits from the public; extending short-term, medium-term and long-term loans; effecting domestic payment settlements; accepting and discounting bills; engaging in bank card business; acting as the issuance agent, the cashing agent or the underwriter of government bonds; engaging in interbank lending; collecting and making payment as agent.

As of March 31, 2025, Luanchuan Minfeng County Bank had total assets of RMB5.280 billion, net assets of RMB647 million, deposits absorbed of RMB4.579 billion, and loan balances of RMB1.732 billion. The financial statements of Luanchuan Minfeng County Bank, a subsidiary of the Bank, have been included in the scope of the Bank's consolidated statement. The Acquisition of Luanchuan Minfeng County Bank has minor impact on the Bank's financial indicators.

III. Treatment for Creditors' Rights and Debts

Both parties will perform the creditor notification and announcement procedures in accordance with the requirements of the relevant laws and regulations, and will pay off or promote a third party to pay off their debts in advance or provide additional guarantees to their respective creditors upon the request of their respective creditors made within the statutory period. All outstanding debts and all creditors' rights of Luanchuan Minfeng County Bank will be inherited by Zhongyuan Bank upon completion of the Acquisition of Luanchuan Minfeng County Bank.

IV. Listing Rules Implication

As all applicable percentage ratios in respect of the Acquisition of Luanchuan Minfeng County Bank are less than 5%, the Acquisition of Luanchuan Minfeng County Bank does not constitute a notifiable transaction under Chapter 14 of the Listing Rules. In addition, the Acquisition of Luanchuan Minfeng County Bank also does not constitute a connected transaction under Chapter 14A of the Listing Rules. Pursuant to the Company Law and other laws and regulations and the Articles of Association of the Bank, the Acquisition of Luanchuan Minfeng County Bank shall be proposed at the Shareholders' general meeting for approval.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2025 Second EGM for consideration by way of a special resolution.

3. Authorizing the Chairman of the Bank to Handle Matters Related to the Acquisition and Merger by Absorption

In order to ensure the smooth implementation of matters relating to the Acquisition, in accordance with the Company Law and other laws and regulations and the Articles of Association of the Bank, it is hereby proposed to the Shareholders' general meeting to authorize the Board of Directors (and to approve that the Board of Directors delegate the authority to the Chairman of the Bank) to handle, at its absolute and sole discretion, all matters relating to the Acquisition within the scope of the relevant laws and regulations, including but not limited to: making necessary amendments and adjustments to the specific proposal of the Acquisition or deciding to terminate the Acquisition; handling all the approval, registration and other related procedures involved in the Acquisition in respect of the matters relating to the Acquisition; preparation, signing and completion of all the documents relating to the Acquisition, and making corresponding supplements or adjustments to the filing documents in accordance with the requirements of the relevant regulatory or approval authorities; handling all information disclosure matters in relation to the Acquisition.

The foregoing authorization shall be valid for a period of 12 months from the date of consideration and approval by the 2025 Second EGM, and provided that Zhongyuan Bank has obtained the approval or ratification documents from the regulatory authorities in respect of the Acquisition within such validity period, the validity period of the authorization shall be automatically extended to the date of completion of the Acquisition.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2025 Second EGM for consideration by way of a special resolution.

4. Appointment of Executive Director of the Third Session of the Board of Directors

Reference is made to the announcement of the Bank dated October 17, 2025 in relation to the proposed appointment of an executive Director of the third session of the Board. On October 17, 2025, the Board has considered and approved the proposed appointment (the "**Proposed Appointment**") of Mr. ZHOU Feng ("**Mr. ZHOU**") as an executive Director of the third session of the Board, which is subject to Shareholders' consideration and approval at the Shareholders' general meeting of the Bank and approval of his qualification from the National Financial Regulatory Administration Henan Office.

Details of the biographies of Mr. ZHOU are as follows:

Mr. ZHOU, born in January 1977, is of Chinese nationality with a doctoral degree.

From May 2024 to September 2025, Mr. ZHOU served as deputy secretary-general of the People's Government of Henan Province; from April 2022 to May 2024, he held the position of vice mayor of Puyang City, Henan Province; from August 2005 to April 2022, he worked at the Henan Office of the former China Banking and Insurance Regulatory Commission (during which: from November 2017 to January 2022, he was seconded to the Department of Finance of the Tibet Autonomous Region as assistant to the director); from August 2003 to August 2005, he worked at the postdoctoral workstation of Shenzhen Stock Exchange (Fudan University).

Mr. ZHOU obtained a bachelor's degree in Computer and Applications from Hunan University of Finance and Economics in July 1998, a master's degree in Statistics from Hunan University in June 2000 and a doctoral degree in Management Science and Engineering from Huazhong University of Science and Technology in June 2003.

The Bank will enter into a service contract with Mr. ZHOU. The term of office of Mr. ZHOU will be for a period from the date of approval by the Shareholders at the Shareholders' general meeting of the Bank and approval by the National Financial Regulatory Administration Henan Office to the expiry date of the term of office of the third session of the Board, subject to re-election upon the expiry of his term of office. The Bank will determine the remuneration package of Mr. ZHOU in accordance with the applicable laws, regulations and regulatory requirements as well as the relevant remuneration policies of the Bank, and will make appropriate disclosure in accordance with the Listing Rules.

Save as disclosed above, Mr. ZHOU does not (i) hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years; (ii) have any relationship with any other Director, Supervisor, senior management or substantial Shareholder of the Bank; or (iii) have any equity interest in the Bank within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no other matter relating to the appointment of Mr. ZHOU that needs to be brought to the attention of the Shareholders, and there is no other information that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2025 Second EGM for consideration by way of an ordinary resolution.

5. Dissolution of the Board of Supervisors of the Bank and Abolition of the Corporate Governance System Related to the Board of Supervisors

Reference is made to the announcement of the Bank dated August 28, 2025 in relation to (among other things) the proposed abolition of the Board of Supervisors.

In order to further implement the provisions of laws, regulations and regulatory requirements, and to promote the standardization of corporate governance system, pursuant to the Company Law, the Notice of National Financial Regulatory Administration on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law and other relevant laws and regulations as well as the latest requirements of the regulatory systems, it is hereby submitted for consideration of the following: the dissolution of the Bank's Board of Supervisors, with its functions and powers as stipulated by the Company Law and other legal and regulatory provisions to be exercised by the Audit Committee of the Board; all committees under the Board of Supervisors shall be abolished accordingly; the current supervisors DAN Limin, WANG Xiaoyan, YAN Yongfu, LU Suyue, LI Xingzhi, GU Xiujuan and LIU Xia shall no longer serve as supervisors of the Bank; the seven corporate governance systems related to the Board of Supervisors, including the "Rules of Procedures of the Board of Supervisors of Zhongyuan Bank Co., Ltd.", the "Supervision and Management Measures of the Board of Supervisors of Zhongyuan Bank Co., Ltd.", the "Rules of Procedures of the Supervision Committee under the Board of Supervisors of the Zhongyuan Bank Co., Ltd.", the "Rules of Procedures of the Nomination Committee under the Board of Supervisors of Zhongyuan Bank Co., Ltd.", the "Procedures for the Nomination and Election of Supervisors of Zhongyuan Bank Co., Ltd.", the "Working Rules of External Supervisors of Zhongyuan Bank Co., Ltd.", and the "Measures for Evaluating the Performance of Directors, Supervisors and Senior Management by the Board of Supervisors of Zhongyuan Bank Co., Ltd." shall be repealed concurrently.

The above matters shall take effect from the date when the amended Articles of Association of the Bank, as considered and approved by the 2025 Second EGM, is approved by the National Financial Regulatory Administration Henan Office, prior to which, the Board of Supervisors of the Bank shall continue to exercise the functions and powers of the Board of Supervisors as stipulated in the Company Law and other laws and regulations.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2025 Second EGM for consideration by way of an ordinary resolution.

6. Amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.

In order to further implement the provisions of laws, regulations and regulatory requirements, and to promote the standardization of corporate governance system, pursuant to the Company Law, the Notice of National Financial Regulatory Administration on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law and other relevant laws and regulations as well as the latest requirements of the regulatory systems, and in light of the amendments to Articles of Association of the Bank and the actual condition of the Bank, the Bank will propose to amend certain clauses of the currently effective Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd. (the "**Rules of Procedures of the Shareholders' General Meeting**"). For the comparative table of the amendments, please refer to Appendix II to this circular. The Rules of Procedures of the Shareholders' General Meeting is prepared in Chinese, if there is any inconsistency between the English and Chinese versions of the document, the Chinese version shall prevail.

The amended Rules of Procedures of the Shareholders' General Meeting shall be subject to consideration and approval at 2025 Second EGM and shall take effect simultaneously with the amendments to the Bank's Articles of Association submitted to 2025 Second EGM.

Before the amended Articles of Association of the Bank take effect, if the authorized person in the "Resolution on Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd." adjusts and modifies the Articles of Association of the Bank according to the authorization, the above authorized person is able to adjust and modify the Rules of Procedures of the Shareholders' General Meeting according to the actual situation.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2025 Second EGM for consideration by way of an ordinary resolution.

7. Amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.

In order to further implement the provisions of laws, regulations and regulatory requirements, and to promote the standardization of corporate governance system, pursuant to the Company Law, the Notice of National Financial Regulatory Administration on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law and other relevant laws and regulations as well as the latest requirements of the regulatory systems, and in light of the amendments to Articles of Association of the Bank and the actual condition of the Bank, the Bank will propose to amend certain clauses of the currently effective Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd. (the "**Rules of Procedures of the Board's Meeting**"). For the comparative table of the amendments, please refer to Appendix III to this circular. The Rules of Procedures of the Board's Meeting is prepared in Chinese, if there is any inconsistency between the English and Chinese versions of the document, the Chinese version shall prevail.

The amended Rules of Procedures of the Board's Meeting shall be subject to consideration and approval at 2025 Second EGM and shall take effect simultaneously with the amendments to the Bank's Articles of Association submitted to 2025 Second EGM.

Before the amended Articles of Association of the Bank take effect, if the authorized person in the "Resolution on Amendments to the Articles of Association of Zhongyuan Bank Co., Ltd." adjusts and modifies the Articles of Association of the Bank according to the authorization, the above authorized person is able to adjust and modify the Rules of Procedures of the Board's Meeting according to the actual situation.

This proposal has been considered and approved by the Board of Directors and is hereby submitted to the 2025 Second EGM for consideration by way of an ordinary resolution.

III. THE 2025 SECOND EGM

The Bank will convene the 2025 Second EGM at 3:00 p.m. on November 10, 2025 (Monday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC, to consider and approve, if thought fit, the resolutions as set out in the Notice of the 2025 Second Extraordinary General Meeting. The Notice of the 2025 Second Extraordinary General Meeting is set out on pages EGM-1 to EGM-4 of this circular.

Whether or not you intend to attend and/or vote at the 2025 Second EGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending in person or voting at the 2025 Second EGM or any adjournment thereof should you so wish.

IV. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote by the Shareholders at the 2025 Second EGM shall be taken by way of poll except where the chairman of the 2025 Second EGM 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.

To the best knowledge of the Directors, no Shareholder or its associate (as defined under the Listing Rules) is deemed to have a material interest in the resolutions to be proposed at the 2025 Second EGM, and therefore, no Shareholder is required to abstain from voting on the resolutions at the 2025 Second EGM.

The voting results of the 2025 Second EGM will be published on both the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.zybank.com.cn) in accordance with the Listing Rules.

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE 2025 SECOND EGM

The Bank's register of members will be closed from November 5, 2025 (Wednesday) to November 10, 2025 (Monday), both days inclusive, during which period no transfer of Shares will be effected. The Shareholders whose names appear in the Bank's register of members on November 5, 2025 (Wednesday) shall be entitled to attend and vote at the 2025 Second EGM.

For a Shareholder to be eligible for attending and voting at the 2025 Second EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar of the Bank, namely, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on November 4, 2025 (Tuesday) for registration.

VI. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all the resolutions to be proposed at the 2025 Second EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all the resolutions to be proposed at the 2025 Second EGM.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
GUO Hao
Chairman

Zhengzhou, the PRC
October 20, 2025

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

The Articles of Association (Comparative Table of the Amendments)

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
1.	Article 8 The Articles shall be binding on the Bank and the shareholders, directors, supervisors, president and other senior management personnel of the Bank. The shareholders, directors, supervisors, president and other senior management personnel of the Bank shall be entitled to claim their rights regarding matters related to the Bank in accordance with the Articles. According to the Articles, shareholders may initiate legal proceedings against the Bank; the Bank may initiate legal proceedings against its shareholders, directors, supervisors, president and other senior management personnel; shareholders may initiate legal proceedings against other shareholders, and against directors, supervisors, president and other senior management personnel of the Bank. The term of "initiating legal proceedings" referred to in the preceding paragraph shall include the initiation of legal proceedings at courts or the application of arbitration to arbitration institutions.	Article 8 The Articles shall be binding on the Bank and the shareholders, directors, ~~supervisors,~~ president and other senior management personnel of the Bank. The shareholders, directors~~,~~ ~~supervisors~~, president and other senior management personnel of the Bank shall be entitled to claim their rights regarding matters related to the Bank in accordance with the Articles. According to the Articles, shareholders may initiate legal proceedings against the Bank; the Bank may initiate legal proceedings against its shareholders, directors~~, supervisors~~, president and other senior management personnel; shareholders may initiate legal proceedings against other shareholders, and against directors~~, supervisors~~, president and other senior management personnel of the Bank. The term of "initiating legal proceedings" referred to in the preceding paragraph shall include the initiation of legal proceedings at courts or the application of arbitration to arbitration institutions.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
2.	Article 24 The Bank may, in accordance with the provisions under the laws, administrative regulations, departmental rules and the Articles, 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) Shares shall be used for employee stock ownership plans or as stock incentive; (IV) Requests for the Bank to repurchase its own shares from shareholders who have voted against the resolutions passed at a shareholders' general meeting on the merger or division of the Bank; (V) Shares shall be used to convert corporate bonds issued by the Bank that can be converted into stocks; (VI) When it is necessary for the Bank to safeguard the corporate value and the interests of its shareholders; (VII) Other circumstances permitted by applicable laws and permitted by the relevant competent authorities of the State. The Bank shall not repurchase its own shares other than in the above circumstances.	Article 24 The Bank may, in accordance with the provisions under the laws, administrative regulations, departmental rules and the Articles, 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) Shares shall be used for employee stock ownership plans or as stock incentive; (IV) Requests for the Bank to repurchase its own shares from shareholders who have voted against the resolutions passed at a shareholders' general meeting on the merger or division of the Bank; (V) Shares shall be used to convert corporate bonds issued by the Bank that can be converted into stocks; (VI) When it is necessary for the Bank to safeguard the corporate value and the interests of its shareholders; (VII) Other circumstances permitted by applicable laws and permitted by the relevant competent authorities of the State. The Bank shall not repurchase its own shares other than in the above circumstances.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	Approval shall be obtained at a shareholders' general meeting when the Bank is to repurchase its own shares because of the circumstances set out in (I) and (II) above. Repurchase of shares of the Bank because of the circumstances set out in (III), (V) and (VI) above shall be subject to the resolution of the board meeting in which more than two-thirds of the directors attend upon authorization from the general meeting of shareholders. After the Bank has repurchased its own shares in accordance with the abovementioned provisions, the shares so repurchased shall be cancelled within ten (10) days from the date of purchase (under the circumstances set out in (I)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (II) and (IV)); and the shares held in total by the Bank shall not exceed 10% of the total issued shares of the Bank, and shall be transferred or cancelled within three years (under the circumstances set out in (III), (V) or (VI)).	Approval shall be obtained at a shareholders' general meeting when the Bank is to repurchase its own shares because of the circumstances set out in (I) and (II) above. Repurchase of shares of the Bank because of the circumstances set out in (III), (V) and (VI) above shall be subject to the resolution of the board meeting in which more than two-thirds of the directors attend upon authorization from the **shareholders'** general meeting ~~of shareholders~~. After the Bank has repurchased its own shares in accordance with the abovementioned provisions, the shares so repurchased shall be cancelled within ten (10) days from the date of purchase (under the circumstances set out in (I)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (II) and (IV)); and the shares held in total by the Bank shall not exceed 10% of the total issued shares of the Bank, and shall be transferred or cancelled within three years (under the circumstances set out in (III), (V) or (VI)).
3.	Article 30 Directors, supervisors and senior management personnel of the Bank shall inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. During their terms of office, the shares transferred each year shall not exceed 25% of the total number of shares of the Bank held by any such aforementioned persons. Any such aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed except for compulsory execution by the court. Shares issued prior to the Bank's public offering shall not be transferable within one year from the date on which the Bank's shares are listed on the stock exchange. If the securities regulatory authorities at the location where the shares of the Bank are listed have restrictions on transfers of overseas listed shares, those provision(s) shall prevail.	Article 30 Directors~~, supervisors~~ and senior management personnel of the Bank shall inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. During their terms of office, the shares transferred each year shall not exceed 25% of the total number of shares of the Bank held by any such aforementioned persons. Any such aforementioned persons shall not transfer shares of the Bank held by them within six (6) months after they cease to be employed except for compulsory execution by the court. Shares issued prior to the Bank's public offering shall not be transferable within one year from the date on which the Bank's shares are listed on the stock exchange. If the securities regulatory authorities at the location where the shares of the Bank are listed have restrictions on transfers of overseas listed shares, those provision(s) shall prevail.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
4.	Article 40 If provisions on the period of closure of the register of shareholders prior to a shareholders' general meeting or prior to the reference date set by the Bank for the purpose of distribution of dividends are stipulated by the securities regulatory authority in the place where the shares of the Bank are listed, those provisions shall prevail.	Article 40 If provisions on the period of closure of the register of shareholders prior to a shareholders' general meeting or prior to the reference date set by the Bank for the purpose of distribution of dividends are stipulated by the securities regulatory authority in the place where the shares of the Bank are listed, those provisions shall prevail.
5.	Article 41 Where the Bank convenes a shareholders' general meeting, distributes dividends, undergo liquidation or engage in any other act requiring the confirmation of shareholding, the Board of Directors or the convener of the shareholders' general meeting shall stipulate a date for shareholding registration. After trading hours have ended on the shareholding registration date, the shareholders who are recorded in the register of shareholders shall be the shareholders who are entitled to relevant rights and interests.	Article 41 Where the Bank convenes a shareholders' general meeting, distributes dividends, undergo**es** liquidation or engage**s** in any other act requiring the confirmation of shareholding, the Board of Directors or the convener of the shareholders' general meeting shall stipulate a date for shareholding registration. After trading hours have ended on the shareholding registration date, the shareholders who are recorded in the register of shareholders shall be the shareholders who are entitled to relevant rights and interests.
6.	Article 44 A shareholder of the Bank is a legal person or a natural person who lawfully holds shares in the Bank and whose name (description) is entered in the register of shareholders of the Bank. Shareholders of the Bank shall comply with the requirements of being investor and shareholders of commercial banks stipulated by the banking regulatory and administrative authorities under the State Council.	Article 44 A shareholder of the Bank is a legal person or a natural person who lawfully holds shares in the Bank and whose name (description) is entered in the register of shareholders of the Bank. Shareholders of the Bank shall comply with the requirements of being investor and shareholders of commercial banks stipulated by the banking regulatory and administrative authorities under the State Council.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	Where above two persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints: (I) The Bank shall not register more than four persons as the joint holders of any shares; (II) All the joint holders of any shares shall be jointly and severally liable for payment of all amounts due from such shares; (III) If one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death in a manner deemed appropriate by the Board of Directors for the purpose of altering the register of shareholders; (IV) For joint shareholders of any shares, only the joint shareholder whose name stands first on the register of shareholders shall be entitled to receive the certificate of relevant shares and notice from the Bank, to attend the shareholders' general meeting of the Bank or to exercise all the voting rights attached to the relevant shares. Any notice which has been served to the aforesaid person shall be deemed to have been served to all of the joint shareholders of relevant shares. Any receipts issued to the Bank by one of the joint shareholders for any dividend, bonus or return on capital payable to such joint shareholders shall be deemed as a valid receipt that has been issued by all the joint shareholders to the Bank.	~~Where above two persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:~~ ~~(I) The Bank shall not register more than four persons as the joint holders of any shares;~~ ~~(II) All the joint holders of any shares shall be jointly and severally liable for payment of all amounts due from such shares;~~ ~~(III) If one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death in a manner deemed appropriate by the Board of Directors for the purpose of altering the register of shareholders;~~ ~~(IV) For joint shareholders of any shares, only the joint shareholder whose name stands first on the register of shareholders shall be entitled to receive the certificate of relevant shares and notice from the Bank, to attend the shareholders' general meeting of the Bank or to exercise all the voting rights attached to the relevant shares. Any notice which has been served to the aforesaid person shall be deemed to have been served to all of the joint shareholders of relevant shares.~~ ~~Any receipts issued to the Bank by one of the joint shareholders for any dividend, bonus or return on capital payable to such joint shareholders shall be deemed as a valid receipt that has been issued by all the joint shareholders to the Bank.~~

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
7.	Article 46 Holders of the ordinary shares of the Bank shall enjoy the following rights: (I) To receive dividends and other kinds of distributions according to the number of shares held by them; (II) To legally request, convene, preside, attend in person or appoint a proxy to attend the shareholders' general meeting, and to exercise their voting rights according to the number of shares held by them; (III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly; (IV) To transfer, bestow, pledge or otherwise dispose of shares held by them in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities in the listing place and the Articles; (V) To have the right to inspect and make duplicate copies of the Articles, register of shareholders, minutes of the shareholders' general meetings, resolutions of the meetings of the Board of Directors, resolutions of the meetings of the Board of Supervisors and financial reports after paying a reasonable fee, and make suggestions or enquiries to the operation of the Bank. Any shareholder inspecting or copying relevant materials shall comply with the Securities Law of the People's Republic of China and other laws and administrative regulations. If any shareholder requests to inspect the register of shareholders kept in Hong Kong, the Bank shall be allowed to suspend the registration of shareholders in accordance with the same terms as Article 632 of the Companies Ordinance.	Article 46 Holders of the ordinary shares of the Bank shall enjoy the following rights: (I) To receive dividends and other kinds of distributions according to the number of shares held by them; (II) To legally request, convene, preside, attend in person or appoint a proxy to attend the shareholders' general meeting, and to exercise their voting rights according to the number of shares held by them; (III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly; (IV) To transfer, bestow, pledge or otherwise dispose of shares held by them in accordance with the laws, administrative regulations, relevant regulations of the securities regulatory authorities in the listing place and the Articles; (V) To have the right to inspect and make duplicate copies of the Articles, register of shareholders, minutes of the shareholders' general meetings, resolutions of the meetings of the Board of Directors, ~~resolutions of the meetings of the Board of Supervisors~~ and financial reports after paying a reasonable fee, and make suggestions or enquiries to the operation of the Bank. Any shareholder inspecting or copying relevant materials shall comply with the Securities Law of the People's Republic of China and other laws and administrative regulations. If any shareholder requests to inspect the register of shareholders kept in Hong Kong, the Bank shall be allowed to suspend the registration of shareholders in accordance with the same terms as Article 632 of the Companies Ordinance.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and/or inside information. (VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation; (VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank); (VIII) To have other rights required in accordance with the laws, administrative regulations, departmental rules and the Articles.	The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and/or inside information. (VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation; (VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank); (VIII) To have other rights required in accordance with the laws, administrative regulations, departmental rules and the Articles.
8.	Article 48 If a resolution of a shareholders' general meeting or the Board of Directors violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the resolution as invalid. If the procedure for convening a shareholders' general meeting or the Board of Directors' meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles, or the contents of a resolution violates the Articles, a shareholder shall have the right to request a people's court to rescind the resolution within sixty (60) days from the date on which the resolution is adopted. Unless there is only a minor defect in the convening procedure or the voting manner for the shareholders' general meeting or Board meeting, which does not have any substantive effect on the resolution.	Article 48 If a resolution of a shareholders' general meeting or the Board of Directors violates the laws and administrative regulations, a shareholder shall have the right to request a people's court to determine the resolution as invalid. If the procedure for convening a shareholders' general meeting or the Board of Directors' meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles, or the contents of a resolution violates the Articles, a shareholder shall have the right to request a people's court to rescind the resolution within sixty (60) days from the date on which the resolution is adopted. Unless there is only a minor defect in the convening procedure or the voting manner for the shareholders' general meeting or Board meeting, which does not have any substantive effect on the resolution.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
9.	Article 49 If any director and senior management personnel has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held above 1% shares in the Bank for above one hundred and eighty (180) consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at the people's court. If the supervisors have violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court. If the Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank. If any other person infringes on the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.	Article 49 If any director and senior management personnel **other than the members of the Audit Committee of the Board of Directors** has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held above 1% shares in the Bank for above one hundred and eighty (180) consecutive days may make a written request to the **Audit Committee of the Board of Directors**~~Board of Supervisors~~ to initiate legal proceedings at the people's court. If the **members of the Audit Committee of the Board of Directors**~~supervisors~~ have violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court. If the **Audit Committee of the Board of Directors**~~Board of Supervisors~~ or the Board of Directors rejects or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank. If any other person infringes on the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
10.	Article 51 Shareholders of ordinary shares of the Bank shall have the following obligations: …… (X) Shareholders shall protect the interests of the Bank such that the terms of credit provided to its shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category; a shareholder's voting right at general meetings as well as the voting rights of the directors nominated by him/her at the Board meetings shall be restricted when he/she has overdue loans payable to the Bank; (XI) Shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interest, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders; (XII) Shareholders shall support the reasonable capital plans formulated by the Board of Directors of the Bank to enable the Bank to meet regulatory capital requirements constantly; (XIII) When the Bank is not able to meet regulatory capital requirements, the Bank will formulate capital replenishment plan to enable the capital adequacy ratio meet regulatory requirements within prescribed period and replenish capital by way of increasing core capital or taking other measures. Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;	Article 51 Shareholders of ordinary shares of the Bank shall have the following obligations: …… (X) Shareholders shall protect the interests of the Bank such that the terms of credit provided to its shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category; a shareholder's voting right at general meetings as well as the voting rights of the directors nominated by him/her at the Board meetings shall be restricted when he/she has overdue loans payable to the Bank; (XI) Shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interest, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders; (XII) Shareholders shall support the reasonable capital plans formulated by the Board of Directors of the Bank to enable the Bank to meet regulatory capital requirements constantly; (XIII) When the Bank is not able to meet regulatory capital requirements, the Bank will formulate capital replenishment plan to enable the capital adequacy ratio meet regulatory requirements within prescribed period and replenish capital by way of increasing core capital or taking other measures. Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(XIV) Shareholders who are subject to approval of the regulatory authorities but have not reported to the regulatory authorities shall not exercise right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.; (XV) For shareholders who make misrepresentation, misuse shareholders' rights or have other conducts that damage the Bank's interests, the banking regulators under the State Council may restrict or prohibit the Bank from conducting related party transactions with such shareholder, restrict the limit of his/her/its shareholding in the Bank and ratio of equity pledge etc., and may restrict his/her/its right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.;	(XIV) Shareholders who are subject to approval of the regulatory authorities but have not reported to the regulatory authorities shall not exercise right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.; (XV) For shareholders who make misrepresentation, misuse shareholders' rights or have other conducts that damage the Bank's interests, the banking regulators under the State Council may restrict or prohibit the Bank from conducting related party transactions with such shareholder, restrict the limit of his/her/its shareholding in the Bank and ratio of equity pledge etc., and may restrict his/her/its right to call a general meeting, right to vote, right to nominate, right to make proposals and right of disposal etc.; ......

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
11.	Article 52 In case of providing guarantee for themselves or others with their equity interest in the Bank, the shareholders shall strictly comply with the requirements of laws, regulations and regulatory bodies and give a prior notice to the Board of directors of the Bank. The office of the Board of Directors or other departments delegated by the Board of Directors shall be responsible for the collection, sortation and submission of information relating to equity pledge. Shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval of and file the same with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that his pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing.	Article 52 In case of providing guarantee for themselves or others with their equity interest in the Bank, the shareholders shall strictly comply with the requirements of laws, regulations and regulatory bodies and give a prior notice to the Board of directors of the Bank. The office of the Board of Directors or other departments delegated by the Board of Directors shall be responsible for the collection, sortation and submission of information relating to equity pledge. Shareholders being directors ~~or supervisors~~ of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval of and file the same with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that his pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
12.	Article 55 The shareholders' voting rights and those of the directors appointed by them, shall be restricted when they vote at the meeting of the Board of Directors in the event that the amount of shares they pledged arrives at or exceeds 50% of their respective equity in the Bank.	Article 55 The shareholders' voting rights and those of the directors appointed by them, shall be restricted when they vote at the meeting of the Board of Directors in the event that the amount of shares they pledged arrives at or exceeds 50% of their respective equity in the Bank.
13.	Article 57 Except for the obligations as required by laws, administrative regulations or the listing rules of the stock exchange in the place where the shares of the Bank are listed, the controlling shareholders of the Bank in exercising their voting rights shall not make any decisions affecting the benefits of all or part of the shareholders in respect of the following matters: (I) exempting the responsibility of any director or supervisor to act in good faith for the best interest of the Bank; (II) approving any director or supervisor (for the benefit of himself or other persons) to deprive of the property of the Bank in any form, including (but not limited to) the opportunities that are favorable to the Bank; (III) approving any director or supervisor (for the benefit of himself or other persons) to deprive of the individual interests of other shareholders, including (but not limited to) any distribution rights or voting rights, but excluding the reorganization of the Bank which is submitted to the shareholders' general meeting for approval in accordance with the Articles.	Article 57 Except for the obligations as required by laws, administrative regulations or the listing rules of the stock exchange in the place where the shares of the Bank are listed, the controlling shareholders of the Bank in exercising their voting rights shall not make any decisions affecting the benefits of all or part of the shareholders in respect of the following matters: (I) exempting the responsibility of any director~~ or supervisor~~ to act in good faith for the best interest of the Bank; (II) approving any director~~ or supervisor~~ (for the benefit of himself or other persons) to deprive of the property of the Bank in any form, including (but not limited to) the opportunities that are favorable to the Bank; (III) approving any director~~ or supervisor~~ (for the benefit of himself or other persons) to deprive of the individual interests of other shareholders, including (but not limited to) any distribution rights or voting rights, but excluding the reorganization of the Bank which is submitted to the shareholders' general meeting for approval in accordance with the Articles.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
14.	Article 59 The "controlling shareholder(s)" stated in the Articles shall refer to the shareholders whose shares account for more than 50% of the total share capital of the Bank, or shareholders who hold less than 50% of the shares but whose voting rights are sufficient to exercise significant influence over the resolutions of the shareholders' general meetings of the Bank based on the shares held by them. The term "acting in concert" referred to in the Articles means the act or fact that over two shareholders who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights, the same expression of opinions will be adopted (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation). Relevant investors agreeing to act in concert shall be persons acting in concert. "De facto controller" referred to in the Articles means a person who is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.	Article 59 The "controlling shareholder(s)" stated in the Articles shall refer to the shareholders whose shares account for more than 50% of the total share capital of the Bank, or shareholders who hold less than 50% of the shares but whose voting rights are sufficient to exercise significant influence over the resolutions of the shareholders' general meetings of the Bank based on the shares held by them. The term "acting in concert" referred to in the Articles means the act or fact that over two shareholders who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights, the same expression of opinions will be adopted (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation). Relevant investors agreeing to act in concert shall be persons acting in concert. "De facto controller" referred to in the Articles means a person who is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	"Substantial shareholders" referred to in the Articles means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank, or holds less than 5% of the total capital or total shares but has a significant impact upon the operation and management of the Bank. The "significant impact" referred to in the preceding paragraph includes, but is not limited to, nominating or dispatching directors, supervisors or senior management personnel to the Bank, affecting the Bank's financial and operational management decisions through agreements or other means, and other circumstances identified by the regulatory authorities.	"Substantial shareholders" referred to in the Articles means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank, or holds less than 5% of the total capital or total shares but has a significant impact upon the operation and management of the Bank. The "significant impact" referred to in the preceding paragraph includes, but is not limited to, nominating or dispatching directors~~, supervisors~~ or senior management personnel to the Bank, affecting the Bank's financial and operational management decisions through agreements or other means, and other circumstances identified by the regulatory authorities.
15.	Article 60 The Committee of the Communist Party of Zhongyuan Bank Co., Ltd. (the "Party Committee") shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors shall be the same person in principle. The Bank adheres to and improves the leadership system of "two-way membership and cross office holding". Eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.	Article 60 The Committee of the Communist Party of Zhongyuan Bank Co., Ltd. (the "Party Committee") shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors shall be the same person in principle. The Bank adheres to and improves the leadership system of "two-way membership and cross office holding". Eligible members of the Party Committee can become members of the Board of Directors~~, the Board of Supervisors~~ and the senior management through legal procedures, while eligible members of the Board of Directors~~, the Board of Supervisors~~ and the senior management can also join the Party Committee in accordance with relevant rules and procedures. ......

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
16.	Article 61 The Party Committee shall focus on political direction, leadership, basic system, major decisions and Party building, and earnestly assume the responsibility of strictly managing and governing the Party, effectively perform the leadership role in setting direction, overseeing overall priorities, and ensuring implementation. Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee shall mainly perform the following responsibilities: …… (III) Research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders' general meeting, the Board of Directors, the Board of Supervisors and the senior management in performing their duties in accordance with law and support the employee representative meeting in carrying out its work; ……	Article 61 The Party Committee shall focus on political direction, leadership, basic system, major decisions and Party building, and earnestly assume the responsibility of strictly managing and governing the Party, effectively perform the leadership role in setting direction, overseeing overall priorities, and ensuring implementation. Major business management matters of the Bank must be studied and discussed by the Party Committee, and then the Board of Directors or senior management shall make a decision thereon. The Party Committee shall mainly perform the following responsibilities: …… (III) Research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders' general meeting, the Board of Directors~~, the Board of Supervisors~~ and the senior management in performing their duties in accordance with law and support the employee representative meeting in carrying out its work; ……
17.	Article 62 The shareholders' general meetings is the organ of power of the Bank and shall exercise its powers according to the laws.	Article 62 The shareholders' general meetings is the organ of power of the Bank and shall exercise its powers according to the laws.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
18.	Article 63 The shareholders' general meetings shall exercise the following powers: (I) deciding on the business policies and investment plans of the Bank; (II) electing and replacing directors not appointed by staff representatives and deciding on matters concerning their remunerations; (III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors' remuneration; (IV) examining and approving reports of the Board of Directors; (V) examining and approving reports of the Board of Supervisors; (VI) examining and approving the Bank's annual financial budget and final account proposals; (VII) examining and approving the rules of procedures of the shareholders' general meetings, the Board of Directors and the Board of Supervisors; (VIII) examining and approving the Bank's plans for profit distribution and loss make-up; (IX) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;	Article 63 The shareholders' general meetings shall exercise the following powers: (I) ~~deciding on the business policies and investment plans of the Bank;~~ ~~(II)~~ electing and replacing directors not appointed by staff representatives and deciding on matters concerning their remunerations; ~~(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors' remuneration;~~ (**II**~~IV~~) examining and approving reports of the Board of Directors; ~~(V) examining and approving reports of the Board of Supervisors;~~ (**III**~~VI~~) examining and approving the Bank's annual financial budget and final account proposals; (**IV**~~VII~~) examining and approving the rules of procedures of the shareholders' general meetings~~,~~ **and** the Board of Directors~~ and the Board of Supervisors~~; (**V**~~VIII~~) examining and approving the Bank's plans for profit distribution and loss make-up; (**VI**~~IX~~) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(X) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank; (XI) to amend the Articles; (XII) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm that conducts regular statutory audits of the Bank's financial reports; (XIII) to examine proposals raised by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as "Proposing Shareholders") according to law; (XIV) to examine related matters concerning a single significant equity investment and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank; (XV) to examine related matters concerning a single significant asset acquisition and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank; (XVI) to examine and approve external donations with a single amount exceeding RMB30 million (exclusive);	(**VII**~~X~~) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank; (**VIII**~~XI~~) to amend the Articles; (**IX**~~XII~~) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm that conducts regular statutory audits of the Bank's financial reports; (**X**~~XIII~~) to examine proposals raised by the shareholders who individually or jointly hold above **1**~~3~~% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as "Proposing Shareholders") according to law; (**XI**~~XIV~~) to examine related matters concerning a single significant equity investment and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank; (**XII**~~XV~~) to examine related matters concerning a single significant asset acquisition and disposal involving an amount exceeding 10% (exclusive) of the net asset value based on the latest published audited accounts of the Bank; (**XIII**~~XVI~~) to examine and approve external donations with a single amount exceeding RMB30 million (exclusive);

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(XVII) to examine and approve other external guarantees for non-commercial bank business guarantees such as assets mortgage with a single amount exceeding RMB200 million (exclusive); (XVIII) to examine and approve the related (connected) transactions which require approval by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank's shares are listed; (XIX) to examine the stock incentive plans, employee stock ownership plans and other medium and long term incentive plans; (XX) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; (XXI) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, relevant regulatory authorities as well as the Articles.	(**XIV**~~XVII~~) to examine and approve other external guarantees for non-commercial bank business guarantees such as assets mortgage with a single amount exceeding RMB200 million (exclusive); (**XV**~~XVIII~~) to examine and approve the related (connected) transactions which require approval by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank's shares are listed; (**XVI**~~XIX~~) to examine the stock incentive plans, employee stock ownership plans and other medium and long term incentive plans; (**XVII**~~XX~~) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; (**XVIII**~~XXI~~) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, relevant regulatory authorities as well as the Articles.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors, and the authorization given shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.	The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors, and the authorization given shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.
19.	Article 64 Unless the Bank is in any special circumstances such as a crisis, the Bank shall not enter into any contract with any party other than the directors, supervisors, President and other senior officers to which such party shall be responsible for managing the whole or any substantial part of the Bank's business.	Article 64 Unless the Bank is in any special circumstances such as a crisis, the Bank shall not enter into any contract with any party other than the directors~~, supervisors~~, President and other senior officers to which such party shall be responsible for managing the whole or any substantial part of the Bank's business.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
20.	Article 65 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six (6) months of the date of the previous financial year. Where such meetings are required to be adjourned for any special reasons, a report shall be submitted to the Banking Regulator under the State Council with an explanation for such adjournment in time. The Bank shall hold an extraordinary meeting within two (2) months of the date of the occurrence of any of the following events: (I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles; (II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank; (III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as "Proposing Shareholders") have requested in writing to convene such a meeting; (IV) when the Board deems it necessary to convene such a meeting; (V) when the Board of Supervisors proposes to convene such a meeting;	Article 65 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six (6) months of the date of the previous financial year. Where such meetings are required to be adjourned for any special reasons, a report shall be submitted to the Banking Regulator under the State Council with an explanation for such adjournment in time. The Bank shall hold an extraordinary meeting within two (2) months of the date of the occurrence of any of the following events: (I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles; (II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital of the Bank; (III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as "Proposing Shareholders") have requested in writing to convene such a meeting; (IV) when the Board deems it necessary to convene such a meeting; (V) when the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** proposes to convene such a meeting;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(VI) above half and no less than two independent directors propose with the Board of Directors to convene the meeting; (VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations and the Articles. The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.	(VI) ~~above~~**more than** half and no less than two independent directors propose with the Board of Directors to convene the meeting; (VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations and the Articles. The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.
21.	Article 66 The venue for the Bank to convene a shareholders' general meeting shall be at the Bank's domicile or other places specified in the notice of the shareholders' general meeting. An assembly room will be set up for the shareholders' general meeting and the meeting will be held in the form of live meeting. The Bank may also provide the network or other means for the convenience of shareholders to attend the shareholders' general meeting when it is ready. Shareholders attending the shareholders' general meeting through the aforesaid means shall be considered as present.	Article 66 The venue for the Bank to convene a shareholders' general meeting shall be at the Bank's domicile or other places specified in the notice of the shareholders' general meeting. An assembly room will be set up for the shareholders' general meeting and the meeting will be held in the form of live meeting. The Bank may also provide the network or other means for the convenience of shareholders to attend the shareholders' general meeting **and to vote via network or other state-of-the-art information technology methods** when it is ready. Shareholders attending the shareholders' general meeting through the aforesaid means shall be considered as present.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
22.	Article 67 The shareholders' general meeting shall be convened by the Board of Directors in accordance with the provisions of the Articles. If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, the Board of Supervisors shall promptly convene the meeting. If the Board of Supervisors does not convene the meeting, the shareholders who individually or jointly hold above 10% in total of the Bank's voting shares for above ninety (90) consecutive days (the "Convening Shareholders") may convene such a meeting on their own initiative.	Article 67 The shareholders' general meeting shall be convened by the Board of Directors in accordance with the provisions of the Articles. If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** shall promptly convene the meeting. If the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** does not convene the meeting, the shareholders who individually or jointly hold above 10% in total of the Bank's voting shares for above ninety (90) consecutive days (the "Convening Shareholders") may convene such a meeting on their own initiative.
23.	Article 68 Above half of the independent Directors (at least two independent Directors) shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In respect of such proposal, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation.	Article 68 **With the consent of more than half of all independent Directors,**~~Above half of the~~ independent Directors (at least two independent Directors) shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In respect of such proposal, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
24.	Article 69 The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Board of Supervisors shall be sought. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.	Article 69 The ~~Board of Supervisors~~**Audit Committee of the Board of Directors** shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** shall be sought. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** may convene and preside over the shareholders' general meeting on its own initiative.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
25.	Article 70 When the Requesting Shareholders request to convene an extraordinary general meeting (hereinafter referred to as "Shareholders' General Meetings"), they shall act in compliance with the following procedures: The Requesting Shareholders shall have the right to request the Board of Directors to convene Shareholders' General Meetings and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the Shareholders' General Meetings within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene Shareholders' General Meetings, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original request contained in the notice is changed, approval of the relevant shareholders shall be sought. If the Board of Directors does not agree to convene the Shareholders' General Meetings, or fails to give its response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the Shareholders' General Meetings and this proposal shall be made to the Board of Supervisors in writing.	Article 70 When the Requesting Shareholders request to convene an extraordinary general meeting (hereinafter referred to as "Shareholders' General Meetings"), they shall act in compliance with the following procedures: The Requesting Shareholders shall have the right to request the Board of Directors to convene Shareholders' General Meetings and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the Shareholders' General Meetings within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene Shareholders' General Meetings, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original request contained in the notice is changed, approval of the relevant shareholders shall be sought. If the Board of Directors does not agree to convene the Shareholders' General Meetings, or fails to give its response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** to convene the Shareholders' General Meetings and this proposal shall be made to the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** in writing.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	If the Board of Supervisors agrees to convene the Shareholders' General Meetings, a notice for convening such meetings shall be issued within five (5) days of receiving the proposal. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought. If the Board of Supervisors fails to give the notice of Shareholders' General Meetings within the specified time limit, it shall be deemed to have failed to convene or preside over the Shareholders' General Meetings, and Convening Shareholders shall have the right to convene and preside over such meetings by themselves. Reasonable expenses incurred from the aforesaid case where shareholders convene and hold the meeting by themselves due to the failure of the Board of Directors or the Board of Supervisors to convene the meetings shall be borne by the Bank, and the same shall be deducted from the payment to those Directors or Supervisors who failed to perform their duties.	If the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** agrees to convene the Shareholders' General Meetings, a notice for convening such meetings shall be issued within five (5) days of receiving the proposal. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought. If the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** fails to give the notice of Shareholders' General Meetings within the specified time limit, it shall be deemed to have failed to convene or preside over the Shareholders' General Meetings, and Convening Shareholders shall have the right to convene and preside over such meetings by themselves. Reasonable expenses incurred from the aforesaid case where shareholders convene and hold the meeting by themselves due to the failure of the Board of Directors or the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** to convene the meetings shall be borne by the Bank, and the same shall be deducted from the payment to those Directors ~~or Supervisors~~ who failed to perform their duties.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
26.	Article 71 If either the Board of Supervisors or Convening Shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing. The shareholding proportion of the Convening Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.	Article 71 If either the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** or Convening Shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing. The shareholding proportion of the Convening Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.
27.	Article 72 With respect to a shareholders' general meeting convened by the Board of Supervisors or Shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of Shareholders as at the shareholding registration date. The register of Shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.	Article 72 With respect to a shareholders' general meeting convened by the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** or Shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of Shareholders as at the shareholding registration date. The register of Shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.
28.	Article 73 The contents of the proposal shall be within the scope of authority of the shareholders' general meeting, have definite topics for consideration and specific items to be decided by resolution and shall be in compliance with the laws, administrative regulations and the Articles.	Article 73 The contents of the proposal shall be within the scope of authority of the shareholders' general meeting, have definite topics for consideration and specific items to be decided by resolution and shall be in compliance with the laws, administrative regulations and the Articles.
29.	Article 74 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) days (excluding both the date of notice and the date of meeting) prior to the date of the meeting and at least fifteen (15) days prior to the extraordinary general meeting, if alternate provisions are stipulated by the laws, regulations and the securities regulatory authority in the place where the shares of the Bank are listed, those provisions shall prevail.	Article 74 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) days (excluding both the date of notice and the date of meeting) prior to the date of the meeting and at least fifteen (15) days prior to the extraordinary general meeting, if alternate provisions are stipulated by the laws, regulations and the securities regulatory authority in the place where the shares of the Bank are listed, those provisions shall prevail.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
30.	Article 75 When the Bank convenes a shareholders' general meeting, the Board of Directors, the Board of Supervisors and the Proposing Shareholders shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposals which are within the scope of responsibilities of the shareholders' general meeting into the agenda. The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the shareholders' general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals. If otherwise provided in listing rules of the stock exchange in the place where the shares of the Bank are listed, its requirements shall also be met. Except for the provisions stated in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the notice of the shareholders' general meeting once given. Proposals which have not been set out in the notice of shareholders' general meeting or which are not in compliance with Article 73 of the Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.	Article 75 When the Bank convenes a shareholders' general meeting, the Board of Directors, the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** and the Proposing Shareholders shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposals which are within the scope of responsibilities of the shareholders' general meeting into the agenda. The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the shareholders' general meeting. **The provisional proposals shall have definite topics for consideration and specific items to be decided by resolution.** The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals**, and submit the provisional proposals to the shareholders' general meeting for consideration. However, such provisional proposals shall not apply if they violate laws, administrative regulations, or the provisions of the Articles, or falls outside the scope of functions and powers of the shareholders' general meeting**. If otherwise provided in listing rules of the stock exchange in the place where the shares of the Bank are listed, its requirements shall also be met. Except for the provisions stated in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the notice of the shareholders' general meeting once given. Proposals which have not been set out in the notice of shareholders' general meeting or which are not in compliance with Article 73 of the Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
31.	Article 76 The Board of Directors shall give explanations and reasons at a shareholders' general meeting if it decides not to include a shareholder's proposals in the agenda.	Article 76 The Board of Directors shall give explanations and reasons at a shareholders' general meeting if it decides not to include a shareholder's proposals in the agenda.
32.	Article 77 Notice of shareholders' general meeting shall be made in writing and contain the following contents: (I) the venue, date and time of the meeting; (II) the matters to be tabled for discussion at the meeting; (III) if any of the Directors, Supervisors, President or other senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; (IV) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint over one proxy to attend and vote on his/her behalf, and such proxy need not be a Shareholder of the Bank; (V) the shareholding registration date of the Shareholders who are entitled to attend the meeting; (VI) the time and address for lodging the proxy forms of the relevant meeting; (VII) the name and phone number of the contact person of the meeting.	Article 77 Notice of shareholders' general meeting shall be made **by announcement or in other reasonable written forms**~~in writing~~ and contain the following contents: (I) the venue, date and time of the meeting; (II) the matters to be tabled for discussion at the meeting; (III) if any of the Directors~~, Supervisors~~, President or other senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; (IV) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint over one proxy to attend and vote on his/her behalf, and such proxy need not be a Shareholder of the Bank; (V) the shareholding registration date of the Shareholders who are entitled to attend the meeting; (VI) the time and address for lodging the proxy forms of the relevant meeting; (VII) the name and phone number of the contact person of the meeting.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
33.	Article 78 Unless otherwise stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles, the notice of a shareholders' general meeting shall be sent to shareholders and announced in accordance with the manners provided in the Articles or other manners permitted by laws and regulations. For holders of domestic shares, the notice of a shareholders' general meeting may be in the form of an announcement. The aforesaid announcement shall refer to the announcement published on the designated media as required by the relevant regulators or disclosed on the Bank's website, etc. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published. Subject to the laws, administrative regulations, departmental rules, regulatory documents, and listing rules of the stock exchange in the place where the shares of the Bank are listed and the regulations of the relevant regulatory authorities, the Bank may also send or dispatch the aforesaid notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.	Article 78 Unless otherwise stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles, the notice of a shareholders' general meeting shall be sent to shareholders and announced in accordance with the manners provided in the Articles or other manners permitted by laws and regulations. For holders of domestic shares, the notice of a shareholders' general meeting may be in the form of an announcement. The aforesaid announcement shall refer to the announcement published on the designated media as required by the relevant regulators or disclosed on the Bank's website, etc. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published. Subject to the laws, administrative regulations, departmental rules, regulatory documents, and listing rules of the stock exchange in the place where the shares of the Bank are listed and the regulations of the relevant regulatory authorities, the Bank may also send or dispatch the aforesaid notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
34.	Article 79 If the elections of Directors and Supervisors are intended to be discussed at the shareholders' general meeting, the shareholders' general meeting shall fully disclose the details of the candidates for the role of Directors and Supervisors, and shall at least include the following particulars: (I) personal particulars such as education level, work experience and any part-time work undertaken; (II) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank; (III) disclosure of their shareholding in the Bank; (IV) whether it is in compliance with the requirements of relevant laws, regulations, departmental rules and regulatory documents including the Companies Law on the qualification of directors or supervisors of a commercial bank; (V) information in relation to the new appointment or re-designation of Directors or Supervisors to be disclosed as required by the Hong Kong Listing Rules.	Article 79 If the elections of Directors ~~and Supervisors~~ are intended to be discussed at the shareholders' general meeting, the shareholders' general meeting shall fully disclose the details of the candidates for the role of Directors ~~and Supervisors~~, and shall at least include the following particulars: (I) personal particulars such as education level, work experience and any part-time work undertaken; (II) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank; (III) disclosure of their shareholding in the Bank; (IV) whether it is in compliance with the requirements of relevant laws, regulations, departmental rules and regulatory documents including the Companies Law on the qualification of directors ~~or supervisors~~ of a commercial bank; (V) information in relation to the new appointment or re-designation of Directors ~~or Supervisors~~ to be disclosed as required by the Hong Kong Listing Rules.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
35.	Article 80 Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice or supplementary notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons before the original meeting date.	Article 80 Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice or supplementary notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons before the original meeting date.
36.	Article 81 The Board of Directors and other conveners shall take necessary measures to maintain order at the shareholders' general meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of Shareholders shall be prevented and promptly reported to relevant authorities for investigation.	Article 81 The Board of Directors and other conveners shall take necessary measures to maintain order at the shareholders' general meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of Shareholders shall be prevented and promptly reported to relevant authorities for investigation.
37.	Article 82 All shareholders whose names appear on the register of Shareholders on the shareholding registration date shall be entitled to attend the shareholders' general meeting. Except those Shareholders who are imposed restriction on voting rights according to the requirements of regulatory authorities or relevant provisions of the Articles, other attending Shareholders may exercise their voting rights in accordance with relevant laws, regulations and the Articles. Shareholders may attend a shareholders' general meeting in person or appoint proxies to attend and vote on their behalf.	Article 82 All shareholders whose names appear on the register of Shareholders on the shareholding registration date shall be entitled to attend the shareholders' general meeting. Except those Shareholders who are imposed restriction on voting rights according to the requirements of regulatory authorities or relevant provisions of the Articles, other attending Shareholders may exercise their voting rights in accordance with relevant laws, regulations and the Articles. Shareholders may attend a shareholders' general meeting in person or appoint proxies to attend and vote on their behalf.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
38.	Article 83 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on their behalf. If the shareholder is a corporate, it shall be entitled to appoint a representative to attend and vote at any shareholders' general meeting of the Bank and, where a corporate shareholder is so represented, it shall be treated as being present at any meeting in person. A corporate shareholder may execute a form of proxy under the hand of a duly authorized officer. A proxy may exercise the following powers at a shareholders' general meeting: (I) the same right of speech as the Shareholder at the meeting; (II) have authority to demand or join other Shareholders in demanding a poll; (III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.	Article 83 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on their behalf. If the shareholder is a corporate, it shall be entitled to appoint a representative to attend and vote at any shareholders' general meeting of the Bank and, where a corporate shareholder is so represented, it shall be treated as being present at any meeting in person. A corporate shareholder may execute a form of proxy under the hand of a duly authorized officer. A proxy may exercise the following powers at a shareholders' general meeting: (I) the same right of speech as the Shareholder at the meeting; (II) have authority to demand or join other Shareholders in demanding a poll; (III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
39.	Article 85 If an individual Shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid documents or certificates providing proof of his/her identity. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document and instrument of proxy. A corporate shareholder shall attend the shareholders' general meeting through its legal representative or proxies authorized by the resolutions of the Board and other decision-making bodies. The legal representative of the corporate shareholder may appoint a proxy to attend the meeting. If a legal representative attends the meeting, he/she shall produce his/her own identification document or valid documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification document or written power of attorney granted by the corporate shareholder according to laws.	Article 85 If an individual Shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid documents or certificates providing proof of his/her identity. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document and instrument of proxy. A corporate shareholder shall attend the shareholders' general meeting through its legal representative or proxies authorized by the resolutions of the Board and other decision-making bodies. The legal representative of the corporate shareholder may appoint a proxy to attend the meeting. If a legal representative attends the meeting, he/she shall produce his/her own identification document or valid documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification document or written power of attorney granted by the corporate shareholder according to laws.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
40.	Article 86 The power of attorney used by Shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information: (I) name of the proxy and the number of shares to be represented by the proxy; (II) whether or not the proxy has the right to vote; (III) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (IV) date of issuance and term of validity; and (V) signature (or seal) of the appointing shareholder; if the appointing shareholder is a body corporate, the document shall be affixed with the legal person's seal.	Article 86 The power of attorney used by Shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information: (I) name of the proxy and the number of shares to be represented by the proxy; (II) whether or not the proxy has the right to vote; (III) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (IV) date of issuance and term of validity; and (V) signature (or seal) of the appointing shareholder; if the appointing shareholder is a body corporate, the document shall be affixed with the legal person's seal.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
41.	Article 88 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of a shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing Shareholder instead of the appointing Shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the meeting. If the Shareholder is a recognized clearing house or its agent as defined in the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such a Shareholder is entitled to appoint more than one person it deems suitable to act as its proxy in the shareholders' general meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is a natural person shareholder of the Bank.	Article 88 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of a shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing Shareholder instead of the appointing Shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the meeting. If the Shareholder is a recognized clearing house or its agent as defined in the ~~Hong Kong~~ Securities and Futures Ordinance <u>**of Hong Kong**</u> (Chapter 571 of the Laws of Hong Kong), such a Shareholder is entitled to appoint more than one person it deems suitable to act as its proxy in the shareholders' general meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is a natural person shareholder of the Bank.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
42.	Article 92 When a shareholders' general meeting is being convened, all the Bank's Directors, Supervisors and the secretary to the Board of Directors shall attend the meeting. The president and other senior management personnel of the Bank shall observe the meeting.	Article 92 When a shareholders' general meeting is being convened, all the Bank's Directors~~, Supervisors~~ and the secretary to the Board of Directors shall attend the meeting. The president and other senior management personnel of the Bank shall observe the meeting.
43.	Article 93 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a Director elected by more than half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his/her/its proxy) who holds the most voting shares shall preside over the meeting.	Article 93 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a Director elected by more than half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his/her/its proxy) who holds the most voting shares shall preside over the meeting.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall preside over the meeting. A shareholders' general meeting convened by the Shareholders shall be presided over by a representative elected by the convener. During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.	A shareholders' general meeting convened by the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** shall be presided over ~~and chaired~~ by the chairman of the ~~Board of Supervisors~~**Audit Committee of the Board of Directors**. If the chairman of the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** is unable or fails to perform his/her duties, ~~the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties,~~ a ~~supervisor~~**member of Audit Committee of the Board of Directors** elected by more than half of the ~~supervisors~~**members of Audit Committee of the Board of Directors** shall preside over the meeting. A shareholders' general meeting convened by the Shareholders shall be presided over by a representative elected by the convener. During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
44.	Article 94 The Bank shall formulate the rules of procedure regarding the shareholders' general meeting, and specify the convening and voting procedures, including notification, registration, and consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meetings and signature, announcements and abstention of related (connected) shareholders and the principle of authorization by the shareholders' general meeting to the Board of Directors. The authorization principle should be clear and specific in terms of contents. The rules of procedures of the shareholders' general meeting shall form an annexure to these Articles and shall be drafted by the Board of Directors and approved by the shareholders' general meeting.	Article 94 The Bank shall formulate the rules of procedure regarding the shareholders' general meeting, and specify the convening and voting procedures, including notification, registration, and consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meetings and signature, announcements and abstention of related (connected) shareholders and the principle of authorization by the shareholders' general meeting to the Board of Directors. The authorization principle should be clear and specific in terms of contents. The rules of procedures of the shareholders' general meeting shall form an annexure to these Articles and shall be drafted by the Board of Directors and approved by the shareholders' general meeting.
45.	Article 95 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors should both report to the shareholders on the work they have undertaken over the past year. Each independent director shall also present a work report.	Article 95 At the annual shareholders' general meeting, the Board of Directors ~~and the Board of Supervisors~~ should ~~both~~ report to the shareholders on the work they have undertaken over the past year **(including the supervision report of the Audit Committee of the Board of Directors)**. Each independent director shall also present a work report.
46.	Article 96 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors, supervisors and senior management personnel shall respond and give explanation to recommendations or queries from shareholders as appropriate.	Article 96 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors~~,~~ ~~supervisors~~ and senior management personnel shall respond and give explanation to recommendations or queries from shareholders as appropriate.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
47.	Article 98 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (I) The time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (II) The names of the chairman of the meeting, and the directors, supervisors, president and other senior management personnel who attend or observe the meeting; (III) The total number of shares with voting rights held by shareholders (including his/her proxy) present at the meeting, and the percentage in relation to the total number of the Bank's voting shares; (IV) The consideration process for each resolution, key points of speeches made and voting outcome; (V) The name of the lawyer, vote counter and scrutineer; (VI) Any other matters required by the provisions of the Articles to be recorded in the minutes.	Article 98 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (I) The time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (II) The names of the chairman of the meeting, and the directors~~, supervisors~~, president and other senior management personnel who attend or observe the meeting; (III) The total number of shares with voting rights held by shareholders (including his/her proxy) present at the meeting, and the percentage in relation to the total number of the Bank's voting shares; (IV) The consideration process for each resolution, key points of speeches made and voting outcome; (V) The name of the lawyer, vote counter and scrutineer; (VI) Any other matters required by the provisions of the Articles to be recorded in the minutes.
48.	Article 99 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed permanently.	Article 99 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors~~,~~ ~~supervisors~~, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed permanently.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
49.	Article 100 When a shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held. Each share shall have one (1) vote. However, the shares held by the Bank have no voting rights and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. If any laws, administrative regulations and the Hong Kong Listing Rules require that any shareholder shall abstain from voting on a certain matter or limit any shareholder to cast affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.	Article 100 When a shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held. Each share shall have one (1) vote. However, the shares held by the Bank have no voting rights and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. If any laws, administrative regulations and the Hong Kong Listing Rules require that any shareholder shall abstain from voting on a certain matter or limit any shareholder to cast affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.
50.	Article 101 The resolutions of a shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions. Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions shall be approved by above two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.	Article 101 The resolutions of a shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions. Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions shall be approved by above two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
51.	Article 102 The following matters shall be resolved by way of an ordinary resolution: (I) work reports of the Board of Directors and Board of Supervisors; (II) profit distribution plans and loss recovery plans formulated by the Board of Directors; (III) removal of any member of the Board of Directors and Board of Supervisors, their remuneration and manner of payment; (IV) annual budgets, final accounts, balance sheets, profit statements and other financial statements of the Bank; (V) annual profit distribution proposals of the Bank; and (VI) the appointment or dismissal of accounting firms; (VII) matters other than those which are required by laws and administrative regulations or these Articles to be resolved by a special resolution.	Article 102 The following matters shall be resolved by way of an ordinary resolution: (I) work reports of the Board of Directors~~ and Board of Supervisors~~; (II) profit distribution plans and loss recovery plans formulated by the Board of Directors; (III) removal of any member of the Board of Directors~~ and Board of Supervisors~~, their remuneration and manner of payment; (IV) annual budgets, final accounts, balance sheets, profit statements and other financial statements of the Bank; (V) annual profit distribution proposals of the Bank; and (VI) the appointment or dismissal of accounting firms; (VII) matters other than those which are required by laws and administrative regulations or these Articles to be resolved by a special resolution.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
52.	Article 103 The following matters shall be resolved at the shareholders' general meeting by way of a special resolution: (I) An increase or reduction of the registered capital of the Bank; (II) The issuance and listing of all kinds of stocks, bonds or other securities by the Bank; (III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank; (IV) Amendments to the Articles; (V) The removal of independent directors; (VI) The consideration and approval of medium and long term incentive plans such as stock incentive plans and employee stock ownership plans; (VII) Any other matters as required by the laws, regulations, regulatory requirements or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.	Article 103 The following matters shall be resolved at the shareholders' general meeting by way of a special resolution: (I) An increase or reduction of the registered capital of the Bank; (II) The issuance and listing of all kinds of stocks, bonds or other securities by the Bank; (III) The division, merger, any other change in the corporate form, dissolution and liquidation of the Bank; (IV) Amendments to the Articles; (V) The removal of independent directors; (VI) The consideration and approval of medium and long term incentive plans such as stock incentive plans and employee stock ownership plans; (VII) Any other matters as required by the laws, regulations, regulatory requirements or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
53.	Article 104 When a shareholders' general meeting examines related (connected) transactions, the related (connected) shareholders and its associates (defined in the Hong Kong Listing Rules) shall not participate in voting and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes; the announcement of the shareholders' general meeting shall fully disclose the voting by unrelated (unconnected) shareholders.	Article 104 When a shareholders' general meeting examines related (connected) transactions, the related (connected) shareholders and its associates (defined in the Hong Kong Listing Rules) shall not participate in voting and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes; the announcement of the shareholders' general meeting shall fully disclose the voting by unrelated (unconnected) shareholders.
54.	Article 105 The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting as a proposal for voting.	Article 105 The list of candidates for directors~~ and supervisors~~ shall be submitted to the shareholders' general meeting as a proposal for voting.
55.	Article 106 All proposals shall be voted one by one at the shareholders' general meeting. Unless the shareholders' general meeting is suspended or that a resolution cannot be made due to special reasons including force majeure, the shareholders' general meeting shall not put off the proposals or refuse to vote on the proposals.	Article 106 All proposals shall be voted one by one at the shareholders' general meeting. Unless the shareholders' general meeting is suspended or that a resolution cannot be made due to special reasons including force majeure, the shareholders' general meeting shall not put off the proposals or refuse to vote on the proposals.
56.	Article 107 Any voting at the shareholders' general meeting shall be taken by way of poll of registered voters.	Article 107 Any voting at the shareholders' general meeting shall be taken by way of poll of registered voters.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
57.	Article 109 During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders, representatives of supervisors and other relevant qualified persons appointed in accordance with the Hong Kong Listing Rules under the relevant requirements of the Hong Kong Listing Rules. The chairman of the meeting shall announce the voting outcome at the meeting and shall determine, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes. Shareholders or their proxies voting through the internet shall have the right to check their own votes cast through the relevant voting system.	Article 109 During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders~~,~~ ~~representatives of supervisors~~ and other relevant qualified persons appointed in accordance with the Hong Kong Listing Rules under the relevant requirements of the Hong Kong Listing Rules. The chairman of the meeting shall announce the voting outcome at the meeting and shall determine, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes. Shareholders or their proxies voting through the internet shall have the right to check their own votes cast through the relevant voting system.
58.	Article 110 Shareholders who are present at the shareholders' general meeting shall adopt one of the following stances when a proposal is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or unsubmitted votes shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to above two (2) votes need not cast all the votes towards the same stance. In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.	Article 110 Shareholders who are present at the shareholders' general meeting shall adopt one of the following stances when a proposal is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or unsubmitted votes shall be counted as abstentions of the voting rights and such votes shall be counted as "abstained". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to above two (2) votes need not cast all the votes towards the same stance. In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
59.	Article 112 If the votes are recounted at a shareholders' general meeting, the result shall be recorded into the minutes.	Article 112 If the votes are recounted at a shareholders' general meeting, the result shall be recorded into the minutes.
60.	Article 113 The Bank shall engage lawyers to attend the shareholders' general meeting and advise on the following issues with announcements made thereon: (I) Whether the convening of the shareholders' general meeting and its procedures are in compliance with laws, administrative regulations, the Articles; (II) Whether the attendees are eligible and whether the eligibility of the convener is lawful and valid; (III) Whether the procedures of voting and the voting results of the meeting are lawful and valid; (IV) Legal opinions on other related matters at the request of the Bank.	Article 113 The Bank shall engage lawyers to attend the shareholders' general meeting and advise on the following issues with announcements made thereon: (I) Whether the convening of the shareholders' general meeting and its procedures are in compliance with laws, administrative regulations, the Articles; (II) Whether the attendees are eligible and whether the eligibility of the convener is lawful and valid; (III) Whether the procedures of voting and the voting results of the meeting are lawful and valid; (IV) Legal opinions on other related matters at the request of the Bank.
61.	Article 114 Any resolution concerning the election of director and supervisor being passed at a shareholders' general meeting shall specify the term of office of such newly elected director and supervisor.	Article 114 Any resolution concerning the election of director~~ and supervisor~~ being passed at a shareholders' general meeting shall specify the term of office of such newly elected director~~ and supervisor~~.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
62.	Article 115 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. Non-executive Director refers to a director who does not hold any senior operation and management positions in the Bank. Members of the Board of Directors may include employee representatives. Employee representative directors shall be elected by the employee representative meeting, general employee meeting or any other form of democratic procedures of the Bank. Senior management personnel and supervisors shall not concurrently serve as employee representative directors. Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations of the banking regulators under the State Council. The qualification of directors shall be approved by the banking regulators under the State Council.	Article 115 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). Executive director refers to a director holding other senior operation and management positions in addition to holding directorship of the Bank. Non-executive Director refers to a director who does not hold any senior operation and management positions in the Bank. Members of the Board of Directors may include employee representatives. Employee representative directors shall be elected by the employee representative meeting, general employee meeting or any other form of democratic procedures of the Bank. Senior management personnel ~~and supervisors~~ shall not concurrently serve as employee representative directors. Directors of the Bank shall be equipped with professional knowledge and working experiences required by the positions and shall be in line with the regulations of the banking regulators under the State Council. The qualification of directors shall be approved by the banking regulators under the State Council.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
63.	Article 116 Each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years. A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven (7) days before such general meeting. Before the expiry of any director's term of office, subject to relevant laws and administrative regulations, a non-independent director whose term of office has no expired may be removed by an ordinary resolution by the shareholders' general meeting (but such removal shall not cause prejudice to any claim which may be initiated by the director under any contract). The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules and the Articles.	Article 116 Each office term of directors shall be three years. The office term of directors shall be renewable by re-election and reappointment upon expiration of their terms. The renewal term of independent directors shall not exceed six years. ~~A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination as well as the relevant written materials on the candidate shall be given to the Bank no earlier than the day after issuing the notice of the shareholders' general meeting for the election of such director, but at least seven (7) days before such general meeting.~~ Before the expiry of any director's term of office, subject to relevant laws and administrative regulations, a non-independent director whose term of office has no expired may be removed by an ordinary resolution by the shareholders' general meeting (but such removal shall not cause prejudice to any claim which may be initiated by the director under any contract). The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the applicable laws, administrative regulations, departmental rules and the Articles.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	After a director is elected, the Bank shall timely enter into an appointment contract with such director specifying the rights and obligations between the Bank and the director, term of office of the director, liability of the director for violating the laws, regulations and these Articles and compensation for early termination by the Bank of the above contract due to certain reasons.	After a director is elected, the Bank shall timely enter into an appointment contract with such director specifying the rights and obligations between the Bank and the director, term of office of the director, liability of the director for violating the laws, regulations and these Articles and compensation for early termination by the Bank of the above contract due to certain reasons.
64.	Article 117 The same shareholder and his/her connected person shall not nominate a candidate for a director and another candidate for a supervisor at the same time; if the candidate for a director (supervisor) nominated by the same shareholder and his/her connected person has already served as a director (supervisor), the shareholder shall not nominate the candidate for another supervisor (director) prior to the expiry of the term of office or the replacement of such person. In principle, the number of directors nominated by the same shareholder and his/her connected person shall not exceed one-third of the total members of the Board of Directors, unless otherwise stipulated by the national laws.	Article 117 ~~The same shareholder and his/her connected person shall not nominate a candidate for a director and another candidate for a supervisor at the same time; if the candidate for a director (supervisor) nominated by the same shareholder and his/her connected person has already served as a director (supervisor), the shareholder shall not nominate the candidate for another supervisor (director) prior to the expiry of the term of office or the replacement of such person.~~ In principle, the number of directors nominated by the same shareholder and his/her connected person shall not exceed one-third of the total members of the Board of Directors, unless otherwise stipulated by the national laws.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
65.	Article 118 The general procedures for nominating and electing a non-independent director of the Bank are as follows: (I) The Nomination and Remuneration Committee of the Board of Directors can nominate candidates for non-independent directors according to the number of directors 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 can also nominate candidates for non-independent directors to the Board of Directors; (II) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for non-independent directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose the candidates for non-independent directors to the shareholders' general meeting by way of written proposal after they are considered and approved by the Board of Directors; (III) The candidates for non-independent directors shall, before the convening of the shareholders' general meeting, make written undertakings, express their consent to their nomination, ensure the truthfulness and completeness of the publicly disclosed information and undertake that they will duly perform their duties upon being elected;	Article 118 The general procedures for nominating and electing a non-independent director of the Bank are as follows: (I) The Nomination and Remuneration Committee of the Board of Directors can nominate candidates for non-independent directors according to the number of directors 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 can also nominate candidates for non-independent directors to the Board of Directors; (II) The Nomination and Remuneration Committee of the Board of Directors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for non-independent directors, and propose the qualified candidates to the Board of Directors for consideration. The Board of Directors shall propose the candidates for non-independent directors to the shareholders' general meeting by way of written proposal after they are considered and approved by the Board of Directors; (III) The candidates for non-independent directors shall, before the convening of the shareholders' general meeting, make written undertakings, express their consent to their nomination, ensure the truthfulness and completeness of the publicly disclosed information and undertake that they will duly perform their duties upon being elected;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(IV) The Board of Directors shall, before the convening of the shareholders' general meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with law and regulations and the Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes; (V) Each candidate for non-independent director shall be voted for on a separate basis at the shareholders' general meeting; (VI) When an additional non-independent director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' general meeting elects or replaces the director. The election of independent directors shall be made in accordance with the provisions of the Articles.	(IV) The Board of Directors shall, before the convening of the shareholders' general meeting, disclose the detailed information on the candidates for directors to the shareholders of the Bank in accordance with law and regulations and the Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes; (V) Each candidate for non-independent director shall be voted for on a separate basis at the shareholders' general meeting; (VI) When an additional non-independent director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Directors for consideration. The shareholders' general meeting elects or replaces the director. The election of independent directors shall be made in accordance with the provisions of the Articles.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
66.	Article 122 A director of the Bank shall spend sufficient time to perform his/her duties, and shall attend at least two-thirds of the on-site meetings of the Board of Directors in person each year. If he/she is unable to attend for any reason, he/she may entrust another director of the same class in writing to attend the meeting on his/her behalf. However, an independent director shall not entrust a non-independent director to attend the meeting on his/her behalf. A director shall, in principle, be entrusted by no more than two directors who are not present at the meeting in person. When considering related party transactions, a non-related director shall not entrust a related director to attend the meeting on his/her behalf. If the director fails to attend the meetings of the Board of Directors either in person or entrust other directors to attend on his/her behalf two times consecutively, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal to the shareholders' general meeting to dismiss such director.	Article 122 A director of the Bank shall spend sufficient time to perform his/her duties, and shall attend at least two-thirds of the on-site meetings of the Board of Directors in person each year. If he/she is unable to attend for any reason, he/she may entrust another director of the same class in writing to attend the meeting on his/her behalf. However, an independent director shall not entrust a non-independent director to attend the meeting on his/her behalf. A director shall, in principle, be entrusted by no more than two directors who are not present at the meeting in person. When considering related party transactions, a non-related director shall not entrust a related director to attend the meeting on his/her behalf. If the director fails to attend the meetings of the Board of Directors either in person or entrust other directors to attend on his/her behalf two times consecutively, the director shall be deemed incapable of performing the duty, and the Board of Directors shall make a proposal to the shareholders' general meeting to dismiss such director.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
67.	Article 123 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors. Where the resignation of a director causes the number of directors of the Bank's Board of Directors to fall below two-thirds of the number of directors of the then session of the Board of Directors or the statutory minimum quorum, the director shall continue to perform the duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Bank before the newly appointed director assumes his/her office. A director shall not resign without the approval of the regulatory authorities if the Bank is dealing with material risks. Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors. If the number of directors falls below the minimum number stipulated in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal of directors by the shareholders' general meeting, the death of directors, the resignation of independent directors due to the loss of independence, or other circumstances in which they cannot perform their duties as directors, the powers and duties of the Board of Directors shall be exercised by the shareholders' general meeting until the number of directors satisfies the requirements.	Article 123 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors. Where the resignation of a director causes the number of directors of the Bank's Board of Directors to fall below two-thirds of the number of directors of the then session of the Board of Directors or the statutory minimum quorum, **<u>or the resignation of a member of the Audit Committee of the Board of Directors causes the number of members thereof to fall below the statutory minimum quorum, or if there is a lack of professional accountant,</u>** the director shall continue to perform the duties in accordance with the laws, administrative regulations, departmental rules and the provisions of the Articles of Bank before the newly appointed director assumes his/her office. A director shall not resign without the approval of the regulatory authorities if the Bank is dealing with material risks. Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors. If the number of directors falls below the minimum number stipulated in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal of directors by the shareholders' general meeting, the death of directors, the resignation of independent directors due to the loss of independence, or other circumstances in which they cannot perform their duties as directors, the powers and duties of the Board of Directors shall be exercised by the shareholders' general meeting until the number of directors satisfies the requirements.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
68.	Article 130 The nomination, election and replacement of independent directors shall be made in accordance with the following requirements: (I) The Nomination and Remuneration Committee of the Board of Directors, shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights and the Board of Supervisors can nominate candidates for independent directors to the Board of Directors. A shareholder and related parties thereof who have already nominated a candidate for director shall not nominate any candidate for independent director; (II) The qualifications of nominated candidates for independent directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc.; (III) The election and appointment of independent directors shall mainly follow market principles; (IV) Other procedures for the election and appointment of independent directors shall be the same as those for non-independent directors.	Article 130 The nomination, election and replacement of independent directors shall be made in accordance with the following requirements: (I) The Nomination and Remuneration Committee of the Board of Directors, shareholders individually or jointly holding above 1% of the Bank's total outstanding shares with voting rights ~~and the Board of Supervisors~~ can nominate candidates for independent directors to the Board of Directors. A shareholder and related parties thereof who have already nominated a candidate for director shall not nominate any candidate for independent director; (II) The qualifications of nominated candidates for independent directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors, and the review focuses on independence, professional knowledge, experience and ability, etc.; (III) The election and appointment of independent directors shall mainly follow market principles; (IV) Other procedures for the election and appointment of independent directors shall be the same as those for non-independent directors.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
69.	Article 131 In addition to the duties and powers granted to the directors of the Bank, independent directors shall be granted the following special duties and powers: (I) To propose to the Board of Directors to appoint, re-appoint or remove an accounting firm; (II) To propose to the Board of Directors to convene an extraordinary shareholders' general meeting; (III) To propose to convene a meeting of the Board of Directors; (IV) To independently appoint an external auditing organ and advisory organ; (V) To publicly solicit voting rights from shareholders before the shareholders' general meeting convenes. The exercise of the above duties and powers by the independent directors shall obtain the consent of more than one-half of all the independent directors.	Article 131 In addition to the duties and powers granted to the directors of the Bank, independent directors shall be granted the following special duties and powers: (I) To propose to the Board of Directors to appoint, re-appoint or remove an accounting firm; (II) To propose to the Board of Directors to convene an extraordinary shareholders' general meeting; (III) To propose to convene a meeting of the Board of Directors; (IV) To independently appoint an external auditing organ and advisory organ; (V) To publicly solicit voting rights from shareholders before the shareholders' general meeting convenes. The exercise of the above duties and powers by the independent directors shall obtain the consent of more than one-half of all the independent directors.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
70.	Article 132 Independent directors shall give independent opinions to the Board of Directors or shareholders' general meeting in relation to the following important matters of the Bank: (I) Nomination, appointment and removal of directors and appointment or removal of senior management personnel; (II) Remunerations of directors and senior management personnel; (III) Significant related party transactions; (IV) Profit distribution plans; (V) Appointment or removal of accounting firms that conduct regular statutory audits of the Bank's financial reports; (VI) Matters on which the Hong Kong Listing Rules require the independent directors to give opinions; (VII) The effect of the issuance of preference shares on the rights and interests of every class of shareholders of the Bank; (VIII) Other matters which may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers; (IX) Other matters stipulated by laws, regulations, regulatory requirements or the Articles.	Article 132 Independent directors shall give independent opinions to the Board of Directors or shareholders' general meeting in relation to the following important matters of the Bank: (I) Nomination, appointment and removal of directors and appointment or removal of senior management personnel; (II) Remunerations of directors and senior management personnel; (III) Significant related party transactions; (IV) Profit distribution plans; (V) Appointment or removal of accounting firms that conduct regular statutory audits of the Bank's financial reports; (VI) Matters on which the Hong Kong Listing Rules require the independent directors to give opinions; (VII) The effect of the issuance of preference shares on the rights and interests of every class of shareholders of the Bank; (VIII) Other matters which may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers; (IX) Other matters stipulated by laws, regulations, regulatory requirements or the Articles.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
71.	Article 133 Independent directors shall work for the Bank for no less than fifteen (15) working days each year. Where an independent director fails to attend three consecutive Board meetings in person, he/she shall be deemed to have failed to perform his/her duties, and the Bank shall convene a shareholders' general meeting to remove him/her from office and elect a new independent director within three (3) months.	Article 133 Independent directors shall work for the Bank for no less than fifteen (15) working days each year. Where an independent director fails to attend three consecutive Board meetings in person, he/she shall be deemed to have failed to perform his/her duties, and the Bank shall convene a shareholders' general meeting to remove him/her from office and elect a new independent director within three (3) months.
72.	Article 134 To ensure the effective performance of the duties and powers by independent directors, the Bank shall provide the following necessary working conditions for independent directors: (I) The Bank shall ensure that independent directors have the same information right as other directors; (II) The Bank shall establish a working system of independent directors. The secretary to the Board of Directors shall actively assist the independent directors to perform their duties and provide the necessary materials and information to the independent directors in a timely manner, inform them of the operation conditions of the Bank on a regular basis and organize on-the-spot investigation for independent directors when necessary; (III) When the independent directors are exercising their duties and powers, the relevant personnel of the Bank shall cooperate positively and shall not refuse to act, hinder or conceal anything and shall not interfere with the independent exercise of their powers and duties;	Article 134 To ensure the effective performance of the duties and powers by independent directors, the Bank shall provide the following necessary working conditions for independent directors: (I) The Bank shall ensure that independent directors have the same information right as other directors; (II) The Bank shall establish a working system of independent directors. The secretary to the Board of Directors shall actively assist the independent directors to perform their duties and provide the necessary materials and information to the independent directors in a timely manner, inform them of the operation conditions of the Bank on a regular basis and organize on-the-spot investigation for independent directors when necessary; (III) When the independent directors are exercising their duties and powers, the relevant personnel of the Bank shall cooperate positively and shall not refuse to act, hinder or conceal anything and shall not interfere with the independent exercise of their powers and duties;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(IV) The expenses incurred from engaging intermediary institutions or other professionals and other expenses required for exercising the duties and powers by independent directors shall be borne by the Bank; (V) The Bank shall give appropriate allowances to independent directors. Proposals on the allowance standards shall be formulated by the Board of Directors and considered and approved at the shareholders' general meeting. Except the above allowance, independent directors shall not obtain undisclosed other additional benefits from the Bank and its substantial shareholders or any organ or personnel who has interests in the Bank.	(IV) The expenses incurred from engaging intermediary institutions or other professionals and other expenses required for exercising the duties and powers by independent directors shall be borne by the Bank; (V) The Bank shall give appropriate allowances to independent directors. Proposals on the allowance standards shall be formulated by the Board of Directors and considered and approved at the shareholders' general meeting. Except the above allowance, independent directors shall not obtain undisclosed other additional benefits from the Bank and its substantial shareholders or any organ or personnel who has interests in the Bank.
73.	Article 137 The Bank shall have a Board of Directors, which shall be accountable to the shareholders' general meeting. The Board of Directors shall be composed of nine to fifteen directors, including one chairman and one vice chairman.	Article 137 The Bank shall have a Board of Directors, which shall be accountable to the shareholders' general meeting. The Board of Directors shall be composed of nine to fifteen directors, including one chairman and one vice chairman.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
74.	Article 139 The Board of Directors shall exercise the following functions and powers: (I) Convening shareholders' general meetings and reporting its performance at the general meetings; (II) Implementing resolutions of the shareholders' general meetings; …… (XIX) Formulating the Rules of Procedures of the Shareholders' General Meeting and the Rules of Procedures of the Board's Meeting, and considering and approving the working rules of the special committee of the Board of Directors; (XX) Managing the disclosure of information of the Bank, taking charge of the information disclosure of the Bank and bearing the ultimate liability for the authenticity, accuracy, completeness, and timeliness of the accounting and financial reports; (XXI) Proposing the appointment, removal or replacement of accounting firms to the shareholders' general meetings for conducting regular statutory audits of the Bank's financial reports; ……	Article 139 The Board of Directors shall exercise the following functions and powers: (I) Convening shareholders' general meetings and reporting its performance at the **shareholders'** general meetings; (II) Implementing resolutions of the shareholders' general meetings; …… (XIX) Formulating the Rules of Procedures of the Shareholders' General Meeting and the Rules of Procedures of the Board's Meeting, and considering and approving the working rules of the special committee of the Board of Directors; (XX) Managing the disclosure of information of the Bank, taking charge of the information disclosure of the Bank and bearing the ultimate liability for the authenticity, accuracy, completeness, and timeliness of the accounting and financial reports; (XXI) Proposing the appointment, removal or replacement of accounting firms to the shareholders' general meetings for conducting regular statutory audits of the Bank's financial reports; ……

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(XXXII) Exercising any other functions and powers prescribed by the laws, administrative regulations, departmental rules or the Articles and authorized by the shareholders' general meetings. The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of items (V), (VI), (VII), (IX), (X), (XI), (XII), (XVI), (XVIII), (XXIII) and (XXV), the resolutions shall be approved by two-thirds of all directors. Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval. The Board shall obtain the approval of more than half of all members of the Audit Committee before making resolutions on the following matters: (1) appointment and dismissal of the accounting firm that provides audit services to the Bank; (2) appointment and dismissal of the chief financial officer; (3) disclosure of financial accounting reports; (4) other matters as prescribed by the securities regulatory authorities of the State Council.	(XXXII) Exercising any other functions and powers prescribed by the laws, administrative regulations, departmental rules or the Articles and authorized by the shareholders' general meetings. The resolutions of the above matters of the Board of Directors shall be approved by more than half of all directors, but for the cases of items (V), (VI), (VII), (IX), (X), (XI), (XII), (XVI), (XVIII), (XXIII) and (XXV), the resolutions shall be approved by two-thirds of all directors. Matters beyond the scope of authorization of shareholders' general meetings of the Bank shall be proposed in shareholders' general meetings for consideration and approval. The Board shall obtain the approval of more than half of all members of the Audit Committee before making resolutions on the following matters: (1) appointment and dismissal of the accounting firm that provides audit services to the Bank; (2) appointment and dismissal of the chief financial officer; (3) disclosure of financial accounting reports; (4) other matters as prescribed by the securities regulatory authorities of the State Council.
75.	Article 141 The Board of Directors of the Bank shall explain at a shareholders' general meeting the audit reports with the qualified opinions issued by registered accountants in respect of the Bank's financial report.	Article 141 The Board of Directors of the Bank shall explain at a shareholders' general meeting the audit reports with the qualified opinions issued by registered accountants in respect of the Bank's financial report.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
76.	Article 142 The Board of Directors shall formulate the rules of procedures of meetings of Board of Directors to ensure the implementation of the resolutions of a shareholders' general meeting, the efficiency and scientific decision-making of the Board of Directors. The rules of procedures shall be formulated by the Board of Directors and approved by the general meeting.	Article 142 The Board of Directors shall formulate the rules of procedures of meetings of Board of Directors to ensure the implementation of the resolutions of a shareholders' general meeting, the efficiency and scientific decision-making of the Board of Directors. The rules of procedures shall be formulated by the Board of Directors and approved by the **shareholders'** general meeting.
77.	Article 143 For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve the disposal of such fixed assets without the approval of the shareholders' general meeting. The disposal of fixed assets referred to in this article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees. Any breach of the requirements set out in the first paragraph of this article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.	Article 143 For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders' general meeting, the Board of Directors shall not dispose of or approve the disposal of such fixed assets without the approval of the shareholders' general meeting. The disposal of fixed assets referred to in this ~~a~~**A**rticle includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees. Any breach of the requirements set out in the first paragraph of this ~~a~~**A**rticle shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
78.	Article 144 The chairman of the Board of Directors shall perform the following duties and powers: (1) to preside over shareholders' general meetings, and convene and preside over the Board meetings; (2) to supervise and examine the execution and implementation of resolutions of the Board of Directors; (3) to sign certificates of shares, bonds and others securities of the Bank; (4) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank; (5) to exercise the duties and powers of a legal representative; (6) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders' general meeting of the Bank; (7) other powers and rights conferred by the Articles and the Board of Directors. The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his duties, the vice chairman shall exercise such duties on his behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such duties on his behalf.	Article 144 The chairman of the Board of Directors shall perform the following duties and powers: (1) to preside over shareholders' general meetings, and convene and preside over the Board meetings; (2) to supervise and examine the execution and implementation of resolutions of the Board of Directors; (3) to sign certificates of shares, bonds and others securities of the Bank; (4) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank; (5) to exercise the duties and powers of a legal representative; (6) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and, subsequently report such disposition to the Board of Directors and the shareholders' general meeting of the Bank; (7) other powers and rights conferred by the Articles and the Board of Directors. The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his duties, the vice chairman shall exercise such duties on his behalf; if the vice chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such duties on his behalf.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
79.	Article 145 The meetings of the Board of Directors are divided into regular meetings and interim meetings. The regular meetings of the Board of Directors shall be held at least four times a year and convened by the chairman. Notices of the Board meetings shall be sent to all directors and supervisors in writing fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors and supervisors ten (10) days before the meeting.	Article 145 The meetings of the Board of Directors are divided into regular meetings and interim meetings. The regular meetings of the Board of Directors shall be held at least four times a year and convened by the chairman. Notices of the Board meetings shall be sent to all directors~~ and supervisors~~ in writing fourteen (14) days before the meeting, and the meeting documents shall be sent to all directors ~~and supervisors~~ ten (10) days before the meeting.
80.	Article 146 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances: (I) It is deemed necessary by the chairman; (II) It is proposed by more than one-third of the directors; (III) It is proposed by the Board of Supervisors; (IV) It is proposed by more than two (2) independent directors; (V) It is proposed by the shareholders representing more than one-tenth of voting rights; (VI) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles. The notice of an interim Board meeting shall be served on all directors and supervisors in writing three (3) days before the meeting. In case of emergency, the service of notices for an interim Board meeting shall not be subject to the time-limit stated in the preceding paragraph.	Article 146 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances: (I) It is deemed necessary by the chairman; (II) It is proposed by more than one-third of the directors; (III) It is proposed by the ~~Board of Supervisors~~**Audit Committee of the Board of Directors**; (IV) It is proposed by more than two (2) independent directors; (V) It is proposed by the shareholders representing more than one-tenth of voting rights; (VI) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles. The notice of an interim Board meeting shall be served on all directors~~ and supervisors~~ in writing three (3) days before the meeting. In case of emergency, the service of notices for an interim Board meeting shall not be subject to the time-limit stated in the preceding paragraph.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
81.	Article 149 The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meeting must be approved by more than half of the directors. Each director shall have one vote. Directors or any of their close associates (as defined under the Hong Kong Listing Rules) who have related party relationship with the enterprise or individual which is involved in the resolution to be discussed at the Board meetings, or has material interests in the contract, arrangement or any other matters proposed to be discussed, shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any related party relationship and any material interests are present. Resolutions of the Board meeting shall be passed by more than half of the directors without related party relationship with and material interests in the matter to be resolved. Where less than three (3) directors without related party relationship with and material interests in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval. Where otherwise provided by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles, such other provisions shall prevail.	Article 149 The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meeting must be approved by more than half of the directors. Each director shall have one vote. Directors or any of their close associates (as defined under the Hong Kong Listing Rules) who have related party relationship with the enterprise or individual which is involved in the resolution to be discussed at the Board meetings, or has material interests in the contract, arrangement or any other matters proposed to be discussed, shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any related party relationship and any material interests are present. Resolutions of the Board meeting shall be passed by more than half of the directors without related party relationship with and material interests in the matter to be resolved. Where less than three (3) directors without related party relationship with and material interests in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval. Where otherwise provided by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles, such other provisions shall prevail.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
82.	Article 152 When the Board of Directors convenes a Board meeting, it shall notice the Board of Supervisors to send members to attend.	Delete this Article
83.	Article 155 Directors shall sign on the resolutions approved at the meeting of the Board of Directors and shall bear the responsibility for the resolutions. Should any resolution approved at the meetings of the Board of Directors be in breach of the laws, regulations, the Articles or resolutions approved at the shareholders' general meeting, and thus causes the Bank to suffer losses, the directors who attended the meeting and approved the abovementioned resolution shall be liable to compensate for the loss of the Bank. The directors may provide proof that they have expressed their disputes to the abovementioned resolution and if such views are recorded in the minutes, they may be exempted from the liability for the above compensation.	Article 15~~5~~**<u>4</u>** Directors shall sign on the resolutions approved at the meeting of the Board of Directors and shall bear the responsibility for the resolutions. Should any resolution approved at the meetings of the Board of Directors be in breach of the laws, regulations, the Articles or resolutions approved at the shareholders' general meeting, and thus causes the Bank to suffer losses, the directors who attended the meeting and approved the abovementioned resolution shall be liable to compensate for the loss of the Bank. The directors may provide proof that they have expressed their disputes to the abovementioned resolution and if such views are recorded in the minutes, they may be exempted from the liability for the above compensation.
84.	Article 156 The Board of Directors of the Bank has established special committees, i. e. the Strategy and Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee and the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. Each of the special committees is responsible to the Board of Directors. They provide professional opinions to the Board of Directors, or make decisions in respect of professional issues in accordance with the authorization of the Board of Directors.	Article 15~~6~~**<u>5</u>** The Board of Directors of the Bank has established special committees, i. e. the Strategy and Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee and the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. Each of the special committees is responsible to the Board of Directors. They provide professional opinions to the Board of Directors, or make decisions in respect of professional issues in accordance with the authorization of the Board of Directors.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	All special committees comprise of directors, and each committee shall have at least three (3) members. In particular, the majority of the members of the Audit Committee, the Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be independent directors, and they shall act as the chairman of committees. Among the members of the Related Party Transactions Control Committee who are independent directors, at least one of them shall have professional expertise in accounting. All members of the Audit Committee shall be non-executive directors and shall have professional knowledge and work experience in certain area including finance, auditing, accounting, or law, with at least one member having the appropriate qualifications as provided for in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial expertise. The chairman of the Risk Management Committee shall have experience in identification and management of various risks. The chairman of a special committee in principle shall not serve as the chairman of another committee. Directors serving as chairman of the Audit Committee, the Related Party Transactions Control Committee and the Risk Management Committee shall work in the Bank for at least twenty (20) workdays every year.	All special committees comprise of directors, and each committee shall have at least three (3) members. In particular, the majority of the members of the Audit Committee, the Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be independent directors, and they shall act as the chairman of committees. Among the members of the Related Party Transactions Control Committee who are independent directors, at least one of them shall have professional expertise in accounting. All members of the Audit Committee shall be non-executive directors and shall have professional knowledge and work experience in certain area including finance, auditing, accounting, or law, with at least one member having the appropriate qualifications as provided for in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial expertise. **An employee representative director can be a member of the Audit Committee.** The chairman of the Risk Management Committee shall have experience in identification and management of various risks. The chairman of a special committee in principle shall not serve as the chairman of another committee. Directors serving as chairman of the Audit Committee, the Related Party Transactions Control Committee and the Risk Management Committee shall work in the Bank for at least twenty (20) workdays every year.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
85.	Article 158 The primary duties of the Audit Committee of the Board of Directors are: (I) inspecting the risks and compliance, finance, accounting policies and practices, financial reporting procedures as well as financial wellbeing of the Bank; (II) taking charge of the annual audit work of the Bank, considering and disclosing financial and accounting reports; (III) advising to the Board of Directors on the engagement or change of external auditors which conduct auditing for the Bank including making recommendations to the Board of Directors on the appointment, re-appointment and change of the external auditors, approving the remuneration and the terms of appointment of the external auditors and dealing with any relevant issues regarding the resignation or removal of external auditors; advising on the appointment and dismissal of the chief financial officer; …… (XVI) other duties which are required by the securities regulatory and administrative authorities under the State Council and the Hong Kong Listing Rules to be performed by the Audit Committee of the Board; (XVII) other functions and powers which are conferred by the Board on the committees.	Article 15~~8~~7 The primary duties of the Audit Committee of the Board of Directors are: (I) inspecting the risks and compliance, finance, accounting policies and practices, financial reporting procedures as well as financial wellbeing of the Bank; (II) taking charge of the annual audit work of the Bank, considering and disclosing financial and accounting reports; (III) advising to the Board of Directors on the engagement**, re-appointment** or change of external auditors which conduct auditing for the Bank including making recommendations to the Board of Directors on the appointment, re-appointment and change of the external auditors, approving the remuneration and the terms of appointment of the external auditors and dealing with any relevant issues regarding the resignation or removal of external auditors; advising on the appointment and dismissal of the chief financial officer; …… **(XVI) supervising the conduct of directors and senior management personnel in performing their duties, and proposing the removal of any director or senior management personnel who violates laws, regulations, the Articles, or resolutions of the shareholders' general meeting;**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		(XVII) requiring any director or senior management personnel to rectify any action that is detrimental to the interests of the Bank; **(XVIII) initiating legal proceedings in accordance with the law against any director or senior management personnel who causes losses to the Bank by violating laws, administrative regulations, or the Articles of the Bank in performing their duties;** (X~~VI~~**IX**) other duties which are required by the securities regulatory and administrative authorities under the State Council and the Hong Kong Listing Rules to be performed by the Audit Committee of the Board; ~~(XVII)~~**(XX)** other functions and powers which are conferred by **laws, regulations, regulatory requirements, the shareholders' general meeting and** the Board ~~on the committees~~. **The Audit Committee of the Board of Directors shall convene at least one meeting annually. Upon proposal by the chairman or by more than half of its members, the Audit Committee of the Board of Directors may convene additional meetings, with notice delivered to all members prior to the meeting. Any meeting of the Audit Committee of the Board of Directors shall be held only if more than two-thirds of its members are present. Voting at meetings shall be conducted by a show of hands or by a recorded ballot, with each member entitled to one vote. Resolutions shall be adopted by a simple majority of all members.** **A meeting of the Audit Committee of the Board of Directors may be held by circulation of a written resolution.**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
86.	Article 159 Main duties of the Connected Transaction Control Committee of the Board include: (I) To manage the connected/related party transactions of the Bank pursuant to the provisions of laws, regulations and the Hong Kong Listing Rules and formulate corresponding related party/connected transactions management rules; (II) To identify the Bank's related parties (connected persons) pursuant to the provisions of laws, regulations and the Hong Kong Listing Rules, and report to the Board and the Supervisory Committee; (III) To define the connected/related-party transactions of the Bank pursuant to the provisions of laws, regulations, the Hong Kong Listing Rules and the Articles; (IV) To review the Bank's connected/related party transactions pursuant to the provisions of laws, regulations and the Hong Kong Listing Rules and under the commercial principle of fairness and justice; (V) Material related-party (connected) transactions of the Bank and other connected transactions which are subject to approval by the Board shall be submitted to the Board for approval after they are examined by the Connected Transaction Control Committee. If such transactions fall within the related party (connected) transactions which need to be approved by the general meeting pursuant to the Hong Kong Listing Rules or the amount of related-party (connected) transactions exceeds the cap authorized by general meeting to the Board, approval from general meeting is required;	Article 15~~9~~**8** Main duties of the Connected Transaction Control Committee of the Board include: (I) To manage the connected/related party transactions of the Bank pursuant to the provisions of laws, regulations and the Hong Kong Listing Rules and formulate corresponding related party/connected transactions management rules; (II) To identify the Bank's related parties (connected persons) pursuant to the provisions of laws, regulations and the Hong Kong Listing Rules, and report to the Board~~ and the Supervisory Committee~~; (III) To define the connected/related-party transactions of the Bank pursuant to the provisions of laws, regulations, the Hong Kong Listing Rules and the Articles; (IV) To review the Bank's connected/related party transactions pursuant to the provisions of laws, regulations and the Hong Kong Listing Rules and under the commercial principle of fairness and justice; (V) Material related-party (connected) transactions of the Bank and other connected transactions which are subject to approval by the Board shall be submitted to the Board for approval after they are examined by the Connected Transaction Control Committee. If such transactions fall within the related party (connected) transactions which need to be approved by the **shareholders'** general meeting pursuant to the Hong Kong Listing Rules or the amount of related-party (connected) transactions exceeds the cap authorized by **the shareholders'** general meeting to the Board, approval from **the shareholders'** general meeting is required;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(VI) To review the information disclosure of the Bank's material related-party transactions and discloseable connected transactions; (VII) Other duties and power conferred by the Board on the committees. A material related party transaction shall refer to a transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank at the end of the previous quarter or with a cumulative amount reaching more than 5% of the net capital of the Bank at the end of the previous quarter. After the cumulative amount of transactions between the Bank and a single related party reaches the standards prescribed in the preceding paragraph, the subsequent related party transactions shall be redetermined as a material related party transaction once the cumulative amount thereof reaches more than 1% of the net capital at the end of the previous quarter. Material transactions shall be reviewed by Related Party Transaction Control Committee of the Bank before they are approved by the Board. Resolutions made at the Board meetings shall be approved by more than two-thirds of the non-associated directors. It shall be submitted to the shareholders' general meeting for consideration if the number of non-associated directors attending the Board meeting is less than three. The connected transactions defined in the Hong Kong Listing Rules shall be subject to the provisions and requirements in relation to Hong Kong laws and rules.	(VI) To review the information disclosure of the Bank's material related-party transactions and discloseable connected transactions; (VII) Other duties and power conferred by the Board on the committees. A material related party transaction shall refer to a transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank at the end of the previous quarter or with a cumulative amount reaching more than 5% of the net capital of the Bank at the end of the previous quarter. After the cumulative amount of transactions between the Bank and a single related party reaches the standards prescribed in the preceding paragraph, the subsequent related party transactions shall be redetermined as a material related party transaction once the cumulative amount thereof reaches more than 1% of the net capital at the end of the previous quarter. Material transactions shall be reviewed by Related Party Transaction Control Committee of the Bank before they are approved by the Board. Resolutions made at the Board meetings shall be approved by more than two-thirds of the non-associated directors. It shall be submitted to the shareholders' general meeting for consideration if the number of non-associated directors attending the Board meeting is less than three. The connected transactions defined in the Hong Kong Listing Rules shall be subject to the provisions and requirements in relation to Hong Kong laws and rules.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	A general related party transaction shall refer to a related party transaction other than a material related party transaction. General related party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Control Committee for filing.	A general related party transaction shall refer to a related party transaction other than a material related party transaction. General related party transactions shall be approved by the Bank in accordance with internal authorization procedures and reported to Related Party Transaction Control Committee for filing.
87.	Article 161 The main duties and responsibilities of the Nomination and Remuneration Committee of the Board are: …… (XI) To review the structure, size, composition and diversity (including skills, knowledge and experience) of the Board of Directors at least annually and make recommendations on any proposed changes to the Board of Directors to complement the Bank's corporate strategy; ……	Article 16~~1~~**0** The main duties and responsibilities of the Nomination and Remuneration Committee of the Board are: …… (XI) To review the structure, size, composition and diversity (including skills, knowledge and experience) of the Board of Directors at least annually**, assist the Board of Directors in maintaining a board skills matrix,** and make recommendations on any proposed changes to the Board of Directors to complement the Bank's corporate strategy; …… **(XIX) To support the Bank's regular evaluation of the Board of Directors' performance;** ……

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
88.	Article 167 The main duties and responsibilities of the secretary to the Board shall include: (I) To ensure that the Bank prepares and submits reports and documents required by competent agencies in accordance with relevant laws; (II) To prepare for Board meetings and general meetings and be responsible for the minutes of the meetings and the safekeeping of meeting minutes and documents; to ensure that the Bank has complete constitutional documents and records; (III) To prepare documents for Board meetings and general meetings as well as relevant rules; (IV) To be responsible for the information disclosure of the Bank and ensure the timely, accurate, lawful, truly and complete disclosure of the Bank's information; (V) To ensure that the register of shareholders of the Bank is properly set up; (VI) To be responsible for the safekeeping of the register of shareholders, the seal of the Board and relevant materials and to be responsible to handle matters related to management of the equity shares of the Bank and registration of trusteeship; (VII) Other matters as authorized by the Board.	Article 16~~7~~**6** The main duties and responsibilities of the secretary to the Board shall include: (I) To ensure that the Bank prepares and submits reports and documents required by competent agencies in accordance with relevant laws; (II) To prepare for Board meetings and **the shareholders'** general meetings and be responsible for the minutes of the meetings and the safekeeping of meeting minutes and documents; to ensure that the Bank has complete constitutional documents and records; (III) To prepare documents for Board meetings and **the shareholders'** general meetings as well as relevant rules; (IV) To be responsible for the information disclosure of the Bank and ensure the timely, accurate, lawful, truly and complete disclosure of the Bank's information; (V) To ensure that the register of shareholders of the Bank is properly set up; (VI) To be responsible for the safekeeping of the register of shareholders, the seal of the Board and relevant materials and to be responsible to handle matters related to management of the equity shares of the Bank and registration of trusteeship; (VII) Other matters as authorized by the Board.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
89.	Article 168 The Secretary to the Board shall be nominated by the chairman and shall be appointed or dismissed by the Board. Directors or other senior management of the Bank may serve concurrently as Secretary to the Board of the Bank. Any certified public accountant of the accounting firm engaged by the Bank and lawyer of the law firm shall not act in the capacity of the Secretary to the Board of the Bank. Term of office of the Secretary to the Board shall be the same as that of a director. If a director or a senior management personnel of the Bank concurrently serves as the Secretary to the Board, in the event that an action has to be taken by the director (or the senior management personnel) and the Secretary to the Board respectively, the person acting concurrently as a director (or a senior management personnel) and the Secretary of the Board shall not take such action in both of the capacities.	Article 16~~8~~**7** The Secretary to the Board shall be nominated by the chairman and shall be appointed or dismissed by the Board. Directors or other senior management of the Bank may serve concurrently as Secretary to the Board of the Bank. Any certified public accountant of the accounting firm engaged by the Bank and lawyer of the law firm shall not act in the capacity of the Secretary to the Board of the Bank. Term of office of the Secretary to the Board shall be the same as that of a director. If a director or a senior management personnel of the Bank concurrently serves as the Secretary to the Board, in the event that an action has to be taken by the director (or ~~the~~**other** senior management personnel) and the Secretary to the Board respectively, the person acting concurrently as a director (or ~~a~~**other** senior management personnel) and the Secretary of the Board shall not take such action in both of the capacities.
90.	Article 172 The president shall be accountable to the Board of Directors and shall perform the following duties and powers: …… (XIII) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the banking regulatory and administrative authorities under State Council, the Board of Directors and the Board of Supervisors; (XIV) other powers and rights conferred by applicable laws, the Articles or by the Board of Directors.	Article 17~~2~~**1** The president shall be accountable to the Board of Directors and shall perform the following duties and powers: …… (XIII) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the banking regulatory and administrative authorities under State Council, the Board of Directors ~~and the Board of Supervisors~~; (XIV) other powers and rights conferred by applicable laws, the Articles or by the Board of Directors.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
91.	Article 174 The president shall formulate the "Terms of Reference of the President" and implement such rules after having been approved by the Board of Directors. The president shall exercise the authority of the Board of Directors through meetings such as the president's office meeting. The Terms of Reference of the President shall include the following: (I) Conditions and procedures for convening a presidential meeting and the participating personnel; (II) Specific duties and division of work of the president, vice presidents and other senior management personnel; (III) Use of the Bank's funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors and the Board of Supervisors; (IV) Other matters which are deemed necessary by the Board of Directors.	Article 174~~4~~**3** The president shall formulate the "Terms of Reference of the President" and implement such rules after having been approved by the Board of Directors. The president shall exercise the authority of the Board of Directors through meetings such as the president's office meeting. The Terms of Reference of the President shall include the following: (I) Conditions and procedures for convening a presidential meeting and the participating personnel; (II) Specific duties and division of work of the president, vice presidents and other senior management personnel; (III) Use of the Bank's funds and assets, authority for entering into material contracts and the system of reporting to the Board of Directors~~ and the Board of Supervisors~~; (IV) Other matters which are deemed necessary by the Board of Directors.
92.	Article 175 The president and the senior management personnel shall observe the laws, administrative regulations and the provisions of the Articles, and undertake the obligation to observe the principle of good faith and acting prudently and diligently. When exercising their powers, the president and the senior management personnel shall not make any changes on the resolutions of the shareholders' general meeting and the Board of Directors and shall not exercise beyond their authorities.	Article 17~~5~~**4** The president and the senior management personnel shall observe the laws, administrative regulations and the provisions of the Articles, and undertake the obligation to observe the principle of good faith and acting prudently and diligently. When exercising their powers, the president and the senior management personnel shall not make any changes on the resolutions of the shareholders' general meeting and the Board of Directors and shall not exercise beyond their authorities.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
93.	CHAPTER 12 BOARD OF SUPERVISORS	Delete this chapter
94.	CHAPTER 13 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS, PRESIDENT AND OTHER SENIOR MANAGEMENT PERSONNEL	CHAPTER 1~~3~~**2** QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, ~~SUPERVISORS,~~ PRESIDENT AND OTHER SENIOR MANAGEMENT PERSONNEL
95.	Article 210 No person shall hold the position of director, supervisor, president and other senior management personnel 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 (5) 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 bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) 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 (3) years have not elapsed from which the business license of the company or enterprise was revoked; (V) A person with relatively large amounts of due and outstanding debt;	Article ~~210~~**177** No person shall hold the position of director~~, supervisor~~, president and other senior management personnel 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 (5) years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out**, or who has been sentenced to suspended sentence, and a period of two (2) years has not elapsed since the expiration date of the period of probation of the suspended sentence**; (III) A director, factory director or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three (3) years 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 (3) years have not elapsed from which the business license of the company or enterprise was revoked;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(VI) A person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing; (VII) A person banned from holding leadership positions as stipulated by the laws and administrative regulations; (VIII) A non-natural person; (IX) A person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling; and (X) Other persons who are prohibited from holding the position of director, supervisor and senior management personnel as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and requirements of Hong Kong Listing Rules. Any persons who are disqualified by the banking regulatory organ of the State Council in accordance with law shall not act as senior management personnel of the Bank.	(V) A person ~~with~~**who is listed as a dishonest person subject to enforcement by the people's court due to his/her failure to pay off** relatively large amounts of due and outstanding debt; (VI) A person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing; (VII) A person banned from holding leadership positions as stipulated by the laws and administrative regulations; (VIII) A non-natural person; (IX) A person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling; and (X) Other persons who are prohibited from holding the position of director~~,~~ ~~supervisor~~ and senior management personnel as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and requirements of Hong Kong Listing Rules. Any persons who are disqualified by the banking regulatory organ of the State Council in accordance with law shall not act as **directors and** senior management personnel of the Bank.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
96.	Article 212 In addition to the obligations stipulated by the laws, administrative regulations and the listing rules of the stock exchange where the Bank's shares are listed, in exercising their duties, the directors, supervisors, president and other senior management personnel of the Bank shall also owe the following obligations to each and every shareholder: (I) To ensure that the Bank does not operate beyond the scope of business stipulated in its business license; (II) To act in good faith and in the best interests of the Bank; (III) Not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; (IV) Not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders' general meeting in accordance with the Articles.	Article ~~212~~**179** In addition to the obligations stipulated by the laws, administrative regulations and the listing rules of the stock exchange where the Bank's shares are listed, in exercising their duties, the directors~~, supervisors~~, president and other senior management personnel of the Bank shall also owe the following obligations to each and every shareholder: (I) To ensure that the Bank does not operate beyond the scope of business stipulated in its business license; (II) To act in good faith and in the best interests of the Bank; (III) Not to deprive the Bank of its assets in any way, including but not limited to depriving the Bank of any advantageous business opportunities; (IV) Not to deprive the shareholders of any personal rights and interests, including but not limited to the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders' general meeting in accordance with the Articles.
97.	Article 213 The directors, supervisors, president and other senior management personnel of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.	Article ~~213~~**180** The directors~~, supervisors~~, president and other senior management personnel of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
98.	Article 214 The directors, supervisors, president and other senior management personnel of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations: (I) To act in good faith and in the best interests of the Bank; (II) To exercise powers within the scope of their authority and they shall not exceed their scope of authority; (III) To exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or without the informed consent of shareholders through a shareholders' general meeting; (IV) To treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging to different classes; (V) Not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles or if there is informed consent of shareholders through a shareholders' general meeting;	Article ~~214~~**181** The directors~~, supervisors~~, president and other senior management personnel of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations: (I) To act in good faith and in the best interests of the Bank; (II) To exercise powers within the scope of their authority and they shall not exceed their scope of authority; (III) To exercise the discretion conferred on them in person and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or without the informed consent of shareholders through a shareholders' general meeting; (IV) To treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging to different classes; **(V) To truthfully provide relevant information and materials to the Audit Committee of the Board of Directors, and not to obstruct the Audit Committee of the Board of Directors in exercising its powers;**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(VI) Not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting; (VII) Not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, such assets including but not limited to any business opportunities that are advantageous to the Bank; (VIII) Not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting; (IX) To comply with the Articles, perform their duties faithfully and to safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain; (X) Not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting; (XI) Not to misappropriate the funds of the Bank or irregularly lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to irregularly use the Bank's assets as security for the debts of the shareholders of the Bank or others' personal debts; and	(~~V~~**VI**) Not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles or if there is informed consent of shareholders through a shareholders' general meeting; (~~VI~~**VII**) Not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting; (~~VII~~**VIII**) Not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, such assets including but not limited to any business opportunities that are advantageous to the Bank; (~~VIII~~**IX**) Not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting; (~~IX~~**X**) To comply with the Articles, perform their duties faithfully and to safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain; (X**I**) Not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(XII) Not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant government departments if the disclosure is: (i) in accordance with the law; (ii) in the public interest; (iii) required for the own interests of directors, supervisors, president and other senior management personnel; (XIII) Not to jeopardize interests of the Bank by taking advantage of its related party status; (XIV) Other faithful obligations stipulated by the laws, regulations, rules, regulatory documents and the Articles. Income obtained by directors in violation of this Article shall belong to the Bank; and the directors shall indemnify the Bank for any losses incurred by the Bank therefrom.	(XI**I**) Not to misappropriate the funds of the Bank or irregularly lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to irregularly use the Bank's assets as security for the debts of the shareholders of the Bank or others' personal debts; and (XII**I**) Not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant government departments if the disclosure is: (i) in accordance with the law; (ii) in the public interest; (iii) required for the own interests of directors, ~~supervisors,~~ president and other senior management personnel; (X~~II~~I**V**) Not to jeopardize interests of the Bank by taking advantage of its related party status; (X~~I~~V) Other ~~faithful~~ obligations stipulated by the laws, regulations, rules, regulatory documents and the Articles. Income obtained by directors in violation of this Article shall belong to the Bank; and the directors shall indemnify the Bank for any losses incurred by the Bank therefrom.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
99.	Article 215 The directors, supervisors, president and other senior management personnel of the Bank shall not direct the following persons or institutions ("connected persons") to take any acts which the directors, supervisors, president and other senior management personnel are themselves prohibited from taking: (I) The spouse or underage children of the directors, supervisors, president and other senior management personnel of the Bank; (II) A trustee of any of the directors, supervisors, president and other senior management personnel of the Bank or a trustee of the persons referred to in item (I) of this Article; (III) A partner of the directors, supervisors, president and other senior management personnel of the Bank or a partner of the persons referred to in items (I) and (II) of this Article; (IV) A company which is under the de facto control of the directors, supervisors, president and other senior management personnel of the Bank, or a company which is under the de facto joint control of the persons referred to in items (I), (II) and (III) of this Article or with other directors, supervisors, president and other senior management personnel of the Bank; (V) The directors, supervisors, managers and senior management personnel of the companies referred to in item (IV) of this Article.	Article ~~215~~**182** The directors~~, supervisors~~, president and other senior management personnel of the Bank shall not direct the following persons or institutions ("connected persons") to take any acts which the directors~~, supervisors~~, president and other senior management personnel are themselves prohibited from taking: (I) The spouse or underage children of the directors~~, supervisors~~, president and other senior management personnel of the Bank; (II) A trustee of any of the directors~~, supervisors~~, president and other senior management personnel of the Bank or a trustee of the persons referred to in item (I) of this Article; (III) A partner of the directors~~, supervisors~~, president and other senior management personnel of the Bank or a partner of the persons referred to in items (I) and (II) of this Article; (IV) A company which is under the de facto control of the directors~~, supervisors~~, president and other senior management personnel of the Bank, or a company which is under the de facto joint control of the persons referred to in items (I), (II) and (III) of this Article or with other directors~~, supervisors~~, president and other senior management personnel of the Bank; (V) The directors~~, supervisors~~, managers and senior management personnel of the companies referred to in item (IV) of this Article.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
100.	Article 216 The fiduciary duties owed by the directors, supervisors, president and other senior management personnel of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.	Article ~~216~~**183** The fiduciary duties owed by the directors~~, supervisors~~, president and other senior management personnel of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.
101.	Article 217 The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor, president and other senior management personnel of the Bank who has violated any obligations, unless the circumstances specified in Article 57 apply.	Article ~~217~~**184** The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director~~, supervisor~~, president and other senior management personnel of the Bank who has violated any obligations, unless the circumstances specified in Article 57 apply.
102.	Article 218 The directors, any of its associates (as defined under the Hong Kong Listing Rules), supervisors, president and other senior management personnel of the Bank having any direct or indirect material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors, president and other senior management personnel), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.	Article ~~218~~**185** The directors, any of its associates (as defined under the Hong Kong Listing Rules)~~, supervisors~~, president and other senior management personnel of the Bank having any direct or indirect material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors~~, supervisors~~, president and other senior management personnel), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	Unless the directors, supervisors, president and other senior management personnel of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors, president and other senior management personnel are in breach of their obligations. If the connected persons of a director, supervisor, president or other senior management personnel of the Bank have any conflict of interests with any contracts, transactions or arrangements, the director, supervisor president and other senior management personnel shall be deemed to have a conflict of interests as well.	Unless the directors~~, supervisors~~, president and other senior management personnel of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors~~, supervisors~~, president and other senior management personnel are in breach of their obligations. If the connected persons of a director~~, supervisor~~, president or other senior management personnel of the Bank have any conflict of interests with any contracts, transactions or arrangements, the director~~, supervisor~~**,** president and other senior management personnel shall be deemed to have a conflict of interests as well.
103.	Article 219 Before the Bank considers entering into contracts, transactions or arrangements for the first time, if the interested directors, supervisors, president and other senior management personnel of the Bank have provided a written notice to the Board of Directors and the Board of Supervisors stating that they have a conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor, president and other senior management personnel concerned shall be deemed to have made the disclosure as required in the preceding Article of this chapter to the extent as set out in the notice. The Bank shall make an appropriate insurance arrangement against legal actions that directors may be exposed to.	Article ~~219~~**186** Before the Bank considers entering into contracts, transactions or arrangements for the first time, if the interested directors~~, supervisors~~, president and other senior management personnel of the Bank have provided a written notice to the Board of Directors~~ and the Board of Supervisors~~ stating that they have a conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director~~, supervisor~~, president and other senior management personnel concerned shall be deemed to have made the disclosure as required in the preceding Article of this chapter to the extent as set out in the notice. The Bank shall make an appropriate insurance arrangement against legal actions that directors may be exposed to.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
104.	Article 220 The Bank shall not in any way pay taxes for the directors, supervisors, president and other senior management personnel of the Bank.	Article ~~220~~**187** The Bank shall not in any way pay taxes for the directors~~, supervisors~~, president and other senior management personnel of the Bank.
105.	Article 221 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors, managers and other senior management personnel of the Bank and of its parent company, nor shall the Bank provide the same to their connected persons. The preceding paragraph shall not apply in the following circumstances: (I) Loans or loan guarantees provided by the Bank to its subsidiary banks (subsidiary companies); (II) Loans, loan guarantees or other funds provided by the Bank to the directors, supervisors, president or other senior management personnel of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities; (III) Loans and loan guarantees provided by the Bank to the relevant directors, supervisors, president and other senior management personnel of the Bank and their connected persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.	Article ~~221~~**188** The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors~~, supervisors~~, managers and other senior management personnel of the Bank and of its parent company, nor shall the Bank provide the same to their connected persons. The preceding paragraph shall not apply in the following circumstances: (I) Loans or loan guarantees provided by the Bank to its subsidiary banks (subsidiary companies); (II) Loans, loan guarantees or other funds provided by the Bank to the directors~~, supervisors~~, president or other senior management personnel of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities; (III) Loans and loan guarantees provided by the Bank to the relevant directors~~, supervisors~~, president and other senior management personnel of the Bank and their connected persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
106.	Article 222 If the Bank provides a loan in breach of the provisions of the preceding Article, regardless of the terms of the loan the person who has received the loan shall repay it immediately. Any loan guarantee provided by the Bank in violation of the first paragraph of the foregoing Article shall not be enforceable against the Bank, with the exception of the following circumstances: (I) Where a loan has been provided to the Bank or its parent company's directors, supervisors, and senior management personnel and the provider of the loan is unaware of the violation; and (II) The security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.	Article ~~222~~**189** If the Bank provides a loan in breach of the provisions of the preceding Article, regardless of the terms of the loan the person who has received the loan shall repay it immediately. Any loan guarantee provided by the Bank in violation of the first paragraph of the foregoing Article shall not be enforceable against the Bank, with the exception of the following circumstances: (I) Where a loan has been provided to the Bank or its parent company's directors~~, supervisors~~, and senior management personnel and the provider of the loan is unaware of the violation; and (II) The security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.
107.	Article 224 When the directors, supervisors, president and other senior management personnel of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures: (I) To require the directors, supervisors, president and other senior management personnel concerned to compensate the Bank for the losses caused by their dereliction of duties;	Article ~~224~~**191** When the directors~~, supervisors~~, president and other senior management personnel of the Bank are in breach of the obligations owed towards the Bank, aside from the various rights and remedies provided by the laws and administrative regulations, the Bank shall have the right to take the following measures: (I) To require the directors~~, supervisors~~, president and other senior management personnel concerned to compensate the Bank for the losses caused by their dereliction of duties;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(II) To rescind any concluded contracts or transactions between the Bank and the directors, supervisors, president and other senior management personnel concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors, president and other senior management personnel of the Bank are in breach of their obligations); (III) To require the directors, supervisors, president and other senior management personnel concerned to hand over any benefits which have been obtained from their breach of obligations; (IV) To recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors, president and other senior management personnel concerned; and (V) To request the directors, supervisors, president and other senior management personnel concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.	(II) To rescind any concluded contracts or transactions between the Bank and the directors~~, supervisors~~, president and other senior management personnel concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors~~, supervisors~~, president and other senior management personnel of the Bank are in breach of their obligations); (III) To require the directors~~, supervisors~~, president and other senior management personnel concerned to hand over any benefits which have been obtained from their breach of obligations; (IV) To recover funds which should have been received by the Bank, including but not limited to commission from the directors~~, supervisors~~, president and other senior management personnel concerned; and (V) To request the directors~~, supervisors~~, president and other senior management personnel concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
108.	Article 225 The Bank shall enter into written contracts with the directors and the supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include: (I) Remuneration for the directors, supervisors or senior management personnel of the Bank; (II) Remuneration for the directors, supervisors or senior management personnel of the subsidiary banks of the Bank; (III) Remuneration for those providing other services for managing the Bank and its subsidiary banks; and (IV) Compensation to directors or supervisors for loss of their office or upon retirement. Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank and claim benefits due to them for the foregoing matters.	Article ~~225~~**192** The Bank shall enter into written contracts with the directors~~ and the supervisors~~ regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include: (I) Remuneration for the directors~~,~~ ~~supervisors~~ or senior management personnel of the Bank; (II) Remuneration for the directors~~,~~ ~~supervisors~~ or senior management personnel of the subsidiary banks of the Bank; (III) Remuneration for those providing other services for managing the Bank and its subsidiary banks; and (IV) Compensation to directors~~ or supervisors~~ for loss of their office or upon retirement. Except for the contracts mentioned above, the directors~~ and supervisors~~ shall not initiate litigation against the Bank and claim benefits due to them for the foregoing matters.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
109.	Article 226 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The "acquisition of the Bank" previously mentioned refers to one of the following circumstances: (I) A takeover offer made by any person to all shareholders; or (II) A takeover offer made by any person with the intent of becoming the controlling shareholder. If the directors and supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.	Article ~~226~~**193** The remuneration contracts between the Bank and its directors~~ or supervisors~~ shall stipulate that if the Bank is acquired, the directors ~~and supervisors~~ of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The "acquisition of the Bank" previously mentioned refers to one of the following circumstances: (I) A takeover offer made by any person to all shareholders; or (II) A takeover offer made by any person with the intent of becoming the controlling shareholder. If the directors~~ and supervisors~~ concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors ~~and supervisors~~ shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.
110.	Article 230 The Board of Directors and the Board of Supervisors shall adopt appropriate methods to evaluate respectively whether the directors (including independent directors) and the supervisors (including external supervisors) have fulfilled their responsibilities, and report to the shareholders' general meeting.	Article ~~230~~**197** The Board of Directors ~~and the Board of Supervisors~~ shall adopt appropriate methods to evaluate ~~respectively~~ whether the directors (including independent directors)~~ and the supervisors (including external supervisors)~~ have fulfilled their responsibilities, and report to the shareholders' general meeting.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
111.	Article 232 Directors and supervisors shall not participate in the process for determining their own performance evaluation and remuneration, except for the self-assessment aspect of their performance evaluation. The senior management personnel of the Bank shall not participate in the process for determining their own performance evaluation and remuneration,	Article ~~232~~**199** Directors ~~and supervisors~~ shall not participate in the process for determining their own performance evaluation and remuneration, except for the self-assessment aspect of their performance evaluation. The senior management personnel of the Bank shall not participate in the process for determining their own performance evaluation and remuneration~~,~~**.**
112.	Article 233 Upon the approval of the shareholders' general meeting, the Bank shall set up system of professional liability insurance for the directors, supervisors and the senior management personnel.	Article ~~233~~**200** Upon the approval of the shareholders' general meeting, the Bank shall set up system of professional liability insurance for the directors~~,~~ ~~supervisors~~ and the senior management personnel.
113.	Article 236 The Bank shall announce its financial report twice in each financial year, namely to publish an interim financial report within sixty (60) days after the end of the first six (6) months of each financial year, and to publish an annual financial report within one hundred and twenty (120) days after the end of each financial year, and promptly submit them to the banking regulatory and administrative authorities under the State Council, the People's Bank of China and other regulatory authorities.	Article 2~~36~~**03** The Bank shall announce its financial report twice in each financial year, namely to publish an interim financial report within **three (3) months**~~sixty (60) days~~ after the end of the first six (6) months of each financial year, and to publish an annual financial report within **four (4) months**~~one hundred and twenty (120) days~~ after the end of each financial year, and promptly submit them to the banking regulatory and administrative authorities under the State Council, the People's Bank of China and other regulatory authorities.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	The said financial reports shall be prepared according to the relevant laws, administrative regulations and departmental rules. The Bank shall deposit its financial reports at the principle place of operation of the Bank for inspection by the shareholders twenty (20) days before the convening of the annual general meeting of shareholders. Each shareholder of the Bank is entitled to obtain financial reports mentioned in this Chapter. Except as otherwise provided in the Articles, the Bank shall send the aforesaid reports or report of the Board of Directors along with the balance sheet and loss and profit statement or income and expenditure statement to each shareholder of overseas listed shares prior to the convening of the annual shareholders' general meeting, and the address on the register of shareholders shall be the address of the recipient. For shareholder of overseas listed shares who meet the requirements of laws, administrative regulations and the securities regulatory authorities of the locality in which the Bank's shares are listed, the aforesaid report or report of the Board of Directors along with the balance sheet and income statement can be sent by the ways published on the Bank's website, the website of Hong Kong Stock Exchange and other websites stipulated by the Hong Kong Listing Rules from time to time. Where the securities regulatory authorities of the locality in which the Bank's shares are listed provide otherwise, such provisions shall prevail.	The said financial reports shall be prepared according to the relevant laws, administrative regulations and departmental rules. The Bank shall deposit its financial reports at the principle place of operation of the Bank for inspection by the shareholders twenty (20) days before the convening of the annual **shareholders'** general meeting ~~of shareholders~~. Each shareholder of the Bank is entitled to obtain financial reports mentioned in this Chapter. Except as otherwise provided in the Articles, the Bank shall send the aforesaid reports or report of the Board of Directors along with the balance sheet and loss and profit statement or income and expenditure statement to each shareholder of overseas listed shares prior to the convening of the annual shareholders' general meeting, and the address on the register of shareholders shall be the address of the recipient. For shareholder of overseas listed shares who meet the requirements of laws, administrative regulations and the securities regulatory authorities of the locality in which the Bank's shares are listed, the aforesaid report or report of the Board of Directors along with the balance sheet and income statement can be sent by the ways published on the Bank's website, the website of Hong Kong Stock Exchange and other websites stipulated by the Hong Kong Listing Rules from time to time. Where the securities regulatory authorities of the locality in which the Bank's shares are listed provide otherwise, such provisions shall prevail.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
114.	Article 238 The Board of Directors of the Bank shall submit financial reports prepared by the Bank as are required by any laws, administrative regulations or normative documents promulgated by local government and competent department, to the shareholders at every annual shareholders' general meeting.	Article 2~~38~~**05** The Board of Directors of the Bank shall submit financial reports prepared by the Bank as are required by any laws, administrative regulations or normative documents promulgated by local government and competent department, to the shareholders at every annual shareholders' general meeting.
115.	Article 241 According to the laws and regulations such as the Company Law and the Financial Rules for Financial Enterprises, the after-tax profits of the Bank shall be distributed in the following order of priority: (1) To make up for the losses of the previous year; (2) To set aside 10% of the profits to statutory reserve funds; (3) To set aside general reserves; (4) To pay dividends on preference shareholders; (5) To set aside discretionary reserve funds; (6) To pay dividends to ordinary shareholders.	Article 2~~41~~**08** According to the laws and regulations such as the Company Law and the Financial Rules for Financial Enterprises, the after-tax profits of the Bank shall be distributed in the following order of priority: (1) To make up for the losses of the previous year; (2) To set aside 10% of the profits to statutory reserve funds; (3) To set aside general reserves; (4) To pay dividends on preference shareholders; (5) To set aside discretionary reserve funds; (6) To pay dividends to ordinary shareholders.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	Where the accumulated amount of the statutory reserve fund of the Bank comes to more than 50% of the registered capital of the Bank, it is no longer necessary to set aside the statutory reserve fund. After setting aside the statutory reserve fund and general reserve, and paying dividends on preference shares, whether to set aside the discretionary reserve funds shall be determined by the Shareholders' general meeting. The Bank shall not distribute profits to Shareholders before making up for the losses of the Bank and setting aside the statutory reserve funds and general reserves. Where the capital adequacy ratio of the Bank is lower than the minimum standard required by the national regulatory authorities, the Bank shall not distribute profits to shareholders in the year. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits of each year if it has distributable profits after making up the losses, setting aside the statutory reserve, general reserve and paying the dividends on preference shareholders in accordance with laws. The payment of dividends on preference shares should be subject to laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and these Articles.	Where the accumulated amount of the statutory reserve fund of the Bank comes to more than 50% of the registered capital of the Bank, it is no longer necessary to set aside the statutory reserve fund. After setting aside the statutory reserve fund and general reserve, and paying dividends on preference shares, whether to set aside the discretionary reserve funds shall be determined by the Shareholders' general meeting. The Bank shall not distribute profits to Shareholders before making up for the losses of the Bank and setting aside the statutory reserve funds and general reserves. Where the capital adequacy ratio of the Bank is lower than the minimum standard required by the national regulatory authorities, the Bank shall not distribute profits to shareholders in the year. Under the premise of ensuring the capital adequacy ratio meets regulatory requirements, the Bank may distribute profits of each year if it has distributable profits after making up the losses, setting aside the statutory reserve, general reserve and paying the dividends on preference shareholders in accordance with laws. The payment of dividends on preference shares should be subject to laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities where the Bank's shares are listed and the preference shares are issued or listed, and these Articles.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	In case the shareholders' general meeting approves to distribute any profit to any shareholder before making up the losses, making contributions to the statutory reserve and general reserves as required by the aforesaid provision, shareholders must return profits so distributed to the Bank. Shares held by the Bank are not entitled to any profit distribution. Where the profit distribution is restricted by laws, regulations and regulatory requirements, the Bank shall not distribute its profits to shareholders.	In case the shareholders' general meeting approves to distribute any profit to any shareholder before making up the losses, making contributions to the statutory reserve and general reserves as required by the aforesaid provision, shareholders must return profits so distributed to the Bank. Shares held by the Bank are not entitled to any profit distribution. Where the profit distribution is restricted by laws, regulations and regulatory requirements, the Bank shall not distribute its profits to shareholders.
116.	Article 243 The reserves of the Bank may be used: (I) To make up the losses of the Bank. However, the capital reserve shall not be used to make up losses of the Bank; (II) To expand the business of the Bank; (III) When the statutory surplus reserve is converted into the capital, the amount remaining in such reserve shall not be less than 25% of the registered capital before the conversion.	Article ~~243~~**210** The reserves of the Bank may be used~~:~~ **to make up for losses, expand production and operation, or be converted to increase the registered capital of the Bank.** **When the reserves are used to make up for the Bank's losses, the discretionary reserve funds and statutory reserve funds shall be used first. If they are insufficient to cover the losses, the capital reserve may be used in accordance with regulations.** ~~(I) To make up the losses of the Bank. However, the capital reserve shall not be used to make up losses of the Bank;~~ ~~(II) To expand the business of the Bank;~~ ~~(III)~~ When the statutory ~~surplus~~ reserve **fund** is converted ~~into~~**to increase** the **registered** capital, the amount remaining in such reserve shall not be less than 25% of the registered capital before the conversion.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
117.	Article 244 The Bank may distribute dividend in the form of cash or share. Distribution of scrip dividends in form of stock shall be approved by general meeting of shareholders and subject to approval by the banking regulatory authority of the State Council.	Article 2~~44~~**11** The Bank may distribute dividend in the form of cash or share. Distribution of scrip dividends in form of stock shall be approved by **shareholders'** general meeting ~~of shareholders~~ and subject to approval by the banking regulatory authority of the State Council.
118.	Article 251 The engagement of an accounting firm by the Bank shall be decided by the shareholders' general meeting, and the Board of Directors shall not engage an accounting firm before any resolution made by the shareholders' general meeting. The term of the accounting firm engaged by the Bank shall commence when the current annual general meeting finishes and end when next annual general meeting concludes.	Article 2~~51~~**18** The engagement of an accounting firm by the Bank shall be decided by the shareholders' general meeting, and the Board of Directors shall not engage an accounting firm before any resolution made by the shareholders' general meeting. The term of the accounting firm engaged by the Bank shall commence when the current annual general meeting finishes and end when next annual general meeting concludes.
119.	Article 252 The Bank warrants that the Bank will provide the engaged accounting firm with true and complete accounting documents, accounting books, financial reports and other accounting information; the Bank shall not refuse to provide, and shall not conceal or falsify such documents. An accounting firm engaged by the Bank shall have the following rights: (I) To inspect the books of accounts, records or documents of the Bank at any time, and to require the directors, the president or other senior management personnel of the Bank to provide relevant information and explanations;	Article 2~~52~~**19** The Bank warrants that the Bank will provide the engaged accounting firm with true and complete accounting documents, accounting books, financial reports and other accounting information; the Bank shall not refuse to provide, and shall not conceal or falsify such documents. An accounting firm engaged by the Bank shall have the following rights: (I) To inspect the books of accounts, records or documents of the Bank at any time, and to require the directors, the president or other senior management personnel of the Bank to provide relevant information and explanations;

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(II) To require the Bank to adopt all reasonable measures to obtain from its subsidiary banks (subsidiaries) such information and explanations as required by the accounting firm for performance of its duties; (III) To attend the annual general meeting to obtain the notice of shareholders' general meeting that any shareholder is entitled to or other information in relation to the meeting, and to speak at the shareholders' general meeting on matters involving its duties as the accounting firm of the Bank.	(II) To require the Bank to adopt all reasonable measures to obtain from its subsidiary banks (subsidiaries) such information and explanations as required by the accounting firm for performance of its duties; (III) To attend the annual general meeting to obtain the notice of shareholders' general meeting that any shareholder is entitled to or other information in relation to the meeting, and to speak at the shareholders' general meeting on matters involving its duties as the accounting firm of the Bank.
120.	Article 253 If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.	Article 2~~53~~**20** If a vacancy of the position of accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. However, if there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve.
121.	Article 254 The shareholders' general meeting may, by way of an ordinary resolution, dismiss an accounting firm, prior to the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Bank. If the accounting firm concerned has the right to make a claim against the Bank due to its dismissal, such right shall not be affected.	Article 2~~54~~**21** The shareholders' general meeting may, by way of an ordinary resolution, dismiss an accounting firm, prior to the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Bank. If the accounting firm concerned has the right to make a claim against the Bank due to its dismissal, such right shall not be affected.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
122.	Article 255 The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the shareholders' general meeting. The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.	Article 2~~55~~**22** The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the shareholders' general meeting. The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.
123.	Article 256 The engagement, dismissal or non-engagement of an accounting firm shall be decided upon by the shareholders' general meeting, and reported to the securities regulatory and administrative authorities under the State Council for filing. If the shareholders' general meeting passes a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied: (I) before sending out notice of a shareholders' general meeting, the proposal on engagement, dismissal or non-engagement of an accounting firm shall be sent to the accounting firm to be engaged, to leave its post, or that has left its post in the relevant fiscal year. Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.	Article 2~~56~~**23** The engagement, dismissal or non-engagement of an accounting firm shall be decided upon by the shareholders' general meeting, and reported to the securities regulatory and administrative authorities under the State Council for filing. If the shareholders' general meeting passes a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied: (I) before sending out notice of a shareholders' general meeting, the proposal on engagement, dismissal or non-engagement of an accounting firm shall be sent to the accounting firm to be engaged, to leave its post, or that has left its post in the relevant fiscal year. Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	(II) if the accounting firm that is about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures: 1. state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement; 2. send a copy of the statement in the form of an attachment to the notice to shareholders entitled to receive such notice in the manner stipulated by the Articles. (III) if the statement of the relevant accounting firm is not sent by the Bank in accordance with the above provisions in subsection (2) above, the accounting firm concerned may request that the statement be read out at the shareholders' general meeting and make further appeal. (IV) an accounting firm which is leaving its post shall be entitled to attend the following meetings: 1. shareholders' general meeting at which its term of office shall expire; 2. shareholders' general meeting at which the vacancy due to its dismissal is to be filled up; 3. shareholders' general meeting convened due to its resignation from its post.	(II) if the accounting firm that is about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures: 1. state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement; 2. send a copy of the statement in the form of an attachment to the notice to shareholders entitled to receive such notice in the manner stipulated by the Articles. (III) if the statement of the relevant accounting firm is not sent by the Bank in accordance with the above provisions in subsection (2) above, the accounting firm concerned may request that the statement be read out at the shareholders' general meeting and make further appeal. (IV) an accounting firm which is leaving its post shall be entitled to attend the following meetings: 1. shareholders' general meeting at which its term of office shall expire; 2. shareholders' general meeting at which the vacancy due to its dismissal is to be filled up; 3. shareholders' general meeting convened due to its resignation from its post.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	The accounting firm which is leaving its post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak on any issues at the aforesaid meetings, which concern its duties as the former accounting firm of the Bank.	The accounting firm which is leaving its post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak on any issues at the aforesaid meetings, which concern its duties as the former accounting firm of the Bank.
124.	Article 257 When the Bank dismisses or does not renew the engagement of an accounting firm, it shall give fifteen (15) days advance notice to the accounting firm. When voting on dismissal of an accounting firm at the shareholders' general meeting, such accounting firm shall be permitted to present its views at the meeting. Where an accounting firm tenders its resignation, it shall explain to the shareholders' general meeting whether there is any irregularity in the Bank. An accounting firm may resign its office by depositing at the Bank's registered office a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain the followings: (I) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the Shareholders or creditors of the Bank; or (II) a statement about any such circumstances that shall be disclosed.	Article 2~~57~~**24** When the Bank dismisses or does not renew the engagement of an accounting firm, it shall give fifteen (15) days advance notice to the accounting firm. When voting on dismissal of an accounting firm at the shareholders' general meeting, such accounting firm shall be permitted to present its views at the meeting. Where an accounting firm tenders its resignation, it shall explain to the shareholders' general meeting whether there is any irregularity in the Bank. An accounting firm may resign its office by depositing at the Bank's registered office a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain the followings: (I) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the Shareholders or creditors of the Bank; or (II) a statement about any suchcircumstances that shall be disclosed.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	The Bank shall, within fourteen (14) days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the above item (II), the Bank shall also deposit a copy of the said statement in the Bank for Shareholders' review. Unless otherwise stipulated by the Articles, the Bank shall also send by prepaid mail a copy of the statement mentioned above to each shareholder of overseas listed shares, and the address of the recipient shall be that recorded in the register of shareholders; or, during the above-mentioned period and in complying with applicable laws, regulations and the Hong Kong Listing Rules, publish such copy of the statement through the website of the stock exchange of the place where the Bank's shares are listed, or publish such copy of the statement in one or more newspapers specified by such stock exchange and required by the Articles. If the accounting firm's notice of resignation contains any statement referred to in the above item (II), the accounting firm may request that the Board of Directors convene an extraordinary general meeting for the purpose of receiving an explanation of the circumstances in connection with its resignation.	The Bank shall, within fourteen (14) days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the above item (II), the Bank shall also deposit a copy of the said statement in the Bank for Shareholders' review. Unless otherwise stipulated by the Articles, the Bank shall also send by prepaid mail a copy of the statement mentioned above to each shareholder of overseas listed shares, and the address of the recipient shall be that recorded in the register of shareholders; or, during the above-mentioned period and in complying with applicable laws, regulations and the Hong Kong Listing Rules, publish such copy of the statement through the website of the stock exchange of the place where the Bank's shares are listed, or publish such copy of the statement in one or more newspapers specified by such stock exchange and required by the Articles. If the accounting firm's notice of resignation contains any statement referred to in the above item (II), the accounting firm may request that the Board of Directors convene an extraordinary general meeting for the purpose of receiving an explanation of the circumstances in connection with its resignation.
125.	Article 261 After the merger of the Bank, the entity surviving the merger or the new entity established after the merger shall assume the claims and debts of the parties to the merger.	Article 2~~61~~**28** After the merger of the Bank, the entity surviving the merger or the new entity established after the merger shall assume the claims and debts of the parties to the merger.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
126.	Article 264 The Bank shall prepare a balance sheet and assets list when it needs to reduce its registered capital. The Bank shall notify its creditors within ten (10) days from the date of the Bank's resolution on reduction of registered capital and shall publish an announcement in the media designated by the Bank or the National Enterprise Credit Information Publicity System within thirty (30) days. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provides a corresponding guarantee for repayment. The Bank's registered capital after the capital reduction shall not be under the minimum statutory amount.	Article 2~~64~~**31** The Bank shall prepare a balance sheet and assets list when it needs to reduce its registered capital. The Bank shall notify its creditors within ten (10) days from the date of the Bank's resolution on reduction of registered capital and shall publish an announcement in the media designated by the Bank or the National Enterprise Credit Information Publicity System within thirty (30) days. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provides a corresponding guarantee for repayment. The Bank's registered capital after the capital reduction shall not be under the minimum statutory amount. **Where the Bank still incurs losses after making up for its losses in accordance with the provisions of paragraph 2 of Article 210, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for the losses, the Bank shall not make distribution to its shareholders, nor exempt the shareholders from their obligation to make capital contribution or call on shares.**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of this Article shall not apply, but an announcement shall be made in qualified newspapers or the National Enterprise Credit Information Publicity System within thirty (30) days from the date on which the resolution on the reduction of registered capital is passed at the shareholders' general meeting. **After reducing its registered capital in accordance with the preceding two paragraphs, the Bank shall not distribute profits until the accumulated amount of its statutory reserve and discretionary reserve reaches 50% of its registered capital.**
127.	Article 266 The Bank shall be dissolved and liquidated according to laws in any of the following circumstances: (I) The shareholders' general meeting has resolved to dissolve the Bank; (II) The dissolution is necessary as a result of a merger or division; (III) The Bank is declared bankrupt due to its failure to repay debts due; (IV) If the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the laws; (V) Where the operation and management of the Bank falls into serious difficulties and its continued existence would cause material losses to shareholders, the shareholders holding above 10% of the total voting rights of the Bank may apply to the people's court to dissolve the Bank if there are no other solutions.	Article 2~~66~~**33** The Bank shall be dissolved and liquidated according to laws in any of the following circumstances: (I) The shareholders' general meeting has resolved to dissolve the Bank; (II) The dissolution is necessary as a result of a merger or division; ~~(III) The Bank is declared bankrupt due to its failure to repay debts due;~~ (~~IV~~**III**) If the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the laws; (**I**V) Where the operation and management of the Bank falls into serious difficulties and its continued existence would cause material losses to shareholders, the shareholders holding above 10% of the total voting rights of the Bank may apply to the people's court to dissolve the Bank if there are no other solutions.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
128.	Article 267 Where the Bank is dissolved pursuant to items (I) and (V) above, a liquidation committee shall be set up within fifteen (15) days. Members of the liquidation committee shall, in principle, be composed of directors, also be selected at the shareholder's general meeting by way of ordinary resolution. If the liquidation committee is not established within the time limit, the creditors may apply to the people's court to designate relevant professionals to establish a liquidation committee to carry out the liquidation. Where the Bank is dissolved pursuant to item (III) above, a People's Court shall organize the banking regulatory and administrative authorities under the State Council, the shareholders, relevant authorities and relevant professionals to form a liquidation committee according to the laws to proceed with the liquidation. Where a liquidation committee is not established as scheduled, the creditors may apply to the people's court to appoint relevant persons to form a liquidation committee to carry out liquidation. Where the Bank is dissolved pursuant to item (IV) above, the banking regulatory and administrative authorities under the State Council shall organize the shareholders, relevant authorities and relevant professionals to form a liquidation committee to proceed with the liquidation.	Article 26~~67~~**34 Where the Bank falls under the circumstances specified in item (I) of the first paragraph of the preceding Article and has not distributed any property to its shareholders, it may subsist by resolution of a shareholders' general meeting.** **A resolution of a shareholders' general meeting in accordance with the preceding paragraph shall be passed by at least two-thirds of the voting rights held by the shareholders attending the meeting.** **Article 235 Where the Bank is dissolved pursuant to items (I), (III) or (IV) of the preceding Article, it shall be liquidated. The directors shall be the liquidation obligors, and a liquidation committee shall be set up within fifteen (15) days from the date of occurrence of events giving rise to dissolution.** **Such liquidation committee shall be composed of directors, unless otherwise appointed by resolution of a shareholders' general meeting.** **Article 236 Where the Bank is required to liquidate pursuant the first paragraph of the preceding Article but a liquidation committee is not established within the time limit or the liquidation committee fails to proceed with liquidation after establishment, the stakeholders may apply to the people's court to designate relevant persons to form a liquidation committee to carry out liquidation. The people's court shall accept such application and promptly organize a liquidation committee to carry out liquidation.**

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		Where the Bank is dissolved pursuant to item (III) of the first paragraph of Article 233, the department or company registration authority that issued the decision to revoke the Bank's business license, close down its business or deregister the Bank may apply to the people's court to designate relevant persons to establish a liquidation committee to carry out the liquidation. ~~Where the Bank is dissolved pursuant to items (I) and (V) above, a liquidation committee shall be set up within fifteen (15) days. Members of the liquidation committee shall, in principle, be composed of directors, also be selected at the shareholder's general meeting by way of ordinary resolution. If the liquidation committee is not established within the time limit, the creditors may apply to the people's court to designate relevant professionals to establish a liquidation committee to carry out the liquidation.~~ ~~Where the Bank is dissolved pursuant to item (III) above, a People's Court shall organize the banking regulatory and administrative authorities under the State Council, the shareholders, relevant authorities and relevant professionals to form a liquidation committee according to the laws to proceed with the liquidation. Where a liquidation committee is not established as scheduled, the creditors may apply to the people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.~~

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
		~~Where the Bank is dissolved pursuant to item (IV) above, the banking regulatory and administrative authorities under the State Council shall organize the shareholders, relevant authorities and relevant professionals to form a liquidation committee to proceed with the liquidation.~~
129.	Article 268 If the Board of Directors decides that the Bank shall be liquidated (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of shareholders' general meeting convened for such purpose that the Board of Directors have conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within twelve (12) months following the commencement of the liquidation. After the shareholders' general meeting adopts a resolution in favor of the liquidation, and after the liquidation committee is established, the functions and powers of the Board of Directors of the Bank shall be terminated immediately. The liquidation committee shall follow the instructions of the shareholders' general meeting and shall report to the shareholders' general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the shareholders' general meeting at the end of the liquidation.	Article 2~~68~~**37** If the Board of Directors decides that the Bank shall be liquidated (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of shareholders' general meeting convened for such purpose that the Board of Directors have conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within twelve (12) months following the commencement of the liquidation. After the shareholders' general meeting adopts a resolution in favor of the liquidation, and after the liquidation committee is established, the functions and powers of the Board of Directors of the Bank shall be terminated immediately. The liquidation committee shall follow the instructions of the shareholders' general meeting and shall report to the shareholders' general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the shareholders' general meeting at the end of the liquidation.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
130.	Article 272 After liquidation of the Bank's assets and the preparation of a balance sheet and assets list, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' general meeting or to the relevant competent authorities for confirmation. After the payment of liquidation costs, employees' salary, social insurance and statutory compensation, principal and interest of personal savings deposits, outstanding taxes and the Bank's other debts out of the property of the Bank, the Bank's remaining property shall be distributed to shareholders according to the class of the share and their shareholding ratio. During the liquidation, the Bank shall continue to exist but shall not carry on any business activities which do not relate to the liquidation. The assets of the Bank shall not be distributed to shareholders before it is used for settlement in accordance with the provisions of the preceding paragraph.	Article 2~~72~~**41** After liquidation of the Bank's assets and the preparation of a balance sheet and assets list, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' general meeting or to the relevant competent authorities for confirmation. After the payment of liquidation costs, employees' salary, social insurance and statutory compensation, principal and interest of personal savings deposits, outstanding taxes and the Bank's other debts out of the property of the Bank, the Bank's remaining property shall be distributed to shareholders according to the class of the share and their shareholding ratio. During the liquidation, the Bank shall continue to exist but shall not carry on any business activities which do not relate to the liquidation. The assets of the Bank shall not be distributed to shareholders before it is used for settlement in accordance with the provisions of the preceding paragraph.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
131.	Article 273 After liquidation of the Bank's assets and the preparation of a balance sheet and assets list, if the liquidation committee considers the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall, upon approval by the banking regulatory and administrative authorities under the State Council, apply to the people's court for a declaration of bankruptcy. After the Bank is declared bankrupt by the people's court, the liquidation committee shall hand over its liquidation work to the people's court.	Article 2~~73~~**42** After liquidation of the Bank's assets and the preparation of a balance sheet and assets list, if the liquidation committee considers the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall, upon approval by the banking regulatory and administrative authorities under the State Council, apply to the people's court for a declaration of bankruptcy **liquidation**. After the ~~Bank is declared bankrupt~~**acceptance of the Bank's bankruptcy application** by the people's court, the liquidation committee shall hand over its liquidation work to **the bankruptcy administrator designated by** the people's court.
132.	Article 274 Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and, upon verification by a PRC certified public accountant, submit the same to the shareholders' general meeting or relevant competent authorities for confirmation. The liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of the company's registration and make an announcement of the closure of the Bank within thirty (30) days after the date of the general meeting or the confirmation of liquidation report by the relevant competent authorities. Such announcement shall be published in the newspapers that meet the relevant requirements.	Article 2~~74~~**43** Following the completion of liquidation, the liquidation committee shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and, upon verification by a PRC certified public accountant, submit the same to the shareholders' general meeting or ~~relevant competent authorities for confirmation.~~ **the people's court for confirmation and submit the same to the company registration authority, apply for cancellation of the company's registration.** ~~The liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of the company's registration and make an announcement of the closure of the Bank within thirty (30) days after the date of the general meeting or the confirmation of liquidation report by the relevant competent authorities. Such announcement shall be published in the newspapers that meet the relevant requirements.~~

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
133.	Article 275 Members of the liquidation committee shall faithfully perform their duties, perform the liquidation obligations in accordance with the law, shall not accept any bribes or other illegal income by abusing their authority and shall not misappropriate the assets of the Bank. Members of the liquidation committee shall be liable for damages and losses if the Bank or creditors incur losses as a result of the deliberate or gross negligence of the members of the liquidation committee.	Article 2~~75~~**44** Members of the liquidation committee shall~~ faithfully perform their duties,~~ perform the liquidation obligations ~~in accordance with the law, shall not accept any bribes or other illegal income by abusing their authority and shall not misappropriate the assets of the Bank.~~ **and have the obligations of loyalty and diligence.** **Members of the liquidation committee shall be liable for damages and losses if they fail to perform their liquidation duties promptly and cause damages and losses to the Bank.** Members of the liquidation committee shall be liable for damages and losses if the Bank or creditors incur losses as a result of the deliberate or gross negligence of the members of the liquidation committee.
134.	Article 278 The Bank shall amend the Articles if any of the following circumstances occur: (I) If, after the Company Law, Commercial Banking Law or other relevant laws and administrative regulations are amended, any term contained in the Articles becomes inconsistent with the provisions of the amended laws and administrative regulations; (II) If a change in the Bank's circumstances results in inconsistency with the Articles; (III) If the shareholders' general meeting adopts a resolution to amend the Articles.	Article 2~~78~~**47** The Bank shall amend the Articles if any of the following circumstances occur: (I) If, after the Company Law, Commercial Banking Law or other relevant laws and administrative regulations are amended, any term contained in the Articles becomes inconsistent with the provisions of the amended laws and administrative regulations; (II) If a change in the Bank's circumstances results in inconsistency with the Articles; (III) If the shareholders' general meeting adopts a resolution to amend the Articles.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	The shareholders' general meeting may authorize the Board of Directors of the Bank to do the following by way of an ordinary resolution: (I) if the Bank increases its registered capital, the Board of Directors of the Bank shall have the right to amend the contents in relation to the registered capital of the Bank contained in the Articles according to the actual circumstances; (II) as regards the Articles approved at the shareholders' general meeting, if changes in relation to wording or order of the articles have to be made when the Articles are submitted to the relevant competent authorities for registration, verification or approval, the Board of Directors of the Bank shall have the right to make corresponding amendments according to the requirements of the competent authorities.	The shareholders' general meeting may authorize the Board of Directors of the Bank to do the following by way of an ordinary resolution: (I) if the Bank increases its registered capital, the Board of Directors of the Bank shall have the right to amend the contents in relation to the registered capital of the Bank contained in the Articles according to the actual circumstances; (II) as regards the Articles approved at the shareholders' general meeting, if changes in relation to wording or order of the articles have to be made when the Articles are submitted to the relevant competent authorities for registration, verification or approval, the Board of Directors of the Bank shall have the right to make corresponding amendments according to the requirements of the competent authorities.
135.	Article 279 Any amendments to be made to the Articles pursuant to a resolution of the shareholders' general meeting shall be subject to the approval of the competent authorities, and shall obtain the approval of the competent authorities; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the law.	Article 2~~79~~**48** Any amendments to be made to the Articles pursuant to a resolution of the shareholders' general meeting shall be subject to the approval of the competent authorities, and shall obtain the approval of the competent authorities; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the law.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
136.	Article 280 Notice of the Bank (including but not limited to the notice of convening the shareholders' general meeting, the meeting of the Board of Directors and the meeting of the Board of Supervisors) shall be issued in one or more of the following manners: (I) By personal delivery; (II) By facsimile; (III) By post; (IV) By announcement on the newspaper and other designated media or on the Bank's website; (V) By announcement on the website designated by the Bank and the stock exchange at the location where the Bank's shares are listed in accordance with the laws, administrative regulations, departmental rules, normative documents, relevant regulations of the supervisory authority and the Articles; (VI) By other means approved by the securities regulatory authority at the location where the Bank's shares are listed or specified in the Articles. Any notice of the Bank given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the securities regulatory authority of the place where the Bank's shares are listed provides otherwise, such provisions shall prevail.	Article 2~~80~~**49** Notice of the Bank (including but not limited to the notice of convening the shareholders' general meeting~~,~~ **and** the meeting of the Board of Directors~~ and the meeting of the Board of Supervisors~~) shall be issued in one or more of the following manners: (I) By personal delivery; (II) By facsimile; (III) By post; (IV) By announcement on the newspaper and other designated media or on the Bank's website; (V) By announcement on the website designated by the Bank and the stock exchange at the location where the Bank's shares are listed in accordance with the laws, administrative regulations, departmental rules, normative documents, relevant regulations of the supervisory authority and the Articles; (VI) By other means approved by the securities regulatory authority at the location where the Bank's shares are listed or specified in the Articles. Any notice of the Bank given by announcement shall be deemed to be received by all relevant persons once such announcement is published. Where the securities regulatory authority of the place where the Bank's shares are listed provides otherwise, such provisions shall prevail.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	Even if there are provisions as otherwise stated in the Articles in respect to the form of any other documents, announcements, or other newsletters or notices, as permitted by relevant provisions of the securities regulatory authority at the location where the Bank's shares are listed, the Bank may publish newsletters by the form specified in item (V) of the first paragraph of this Article, instead of serving written documents to holders of overseas listed shares by personal delivery or pre-paid mail. The above-mentioned newsletters refer to any documents published or to be published by the Bank for reference or action guidance for shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors' reports (together with balance sheet and income statement), notices of general meeting, circulars and other communication files. Any requirement of the securities regulatory authority of the place where the Bank's shares are listed for the Bank to send, mail, dispatch, issue, publish or otherwise make available any corporate communication may, to the extent permitted under laws and regulations and the Articles of the Bank, be satisfied by the Bank sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means and any requirement of the securities regulatory authority of the place where the Bank's shares are listed that a corporate communication of the Bank must be in printed form may be satisfied by the corporate communication being in electronic format.	Even if there are provisions as otherwise stated in the Articles in respect to the form of any other documents, announcements, or other newsletters or notices, as permitted by relevant provisions of the securities regulatory authority at the location where the Bank's shares are listed, the Bank may publish newsletters by the form specified in item (V) of the first paragraph of this Article, instead of serving written documents to holders of overseas listed shares by personal delivery or pre-paid mail. The above-mentioned newsletters refer to any documents published or to be published by the Bank for reference or action guidance for shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), directors' reports (together with balance sheet and income statement), notices of **shareholders'** general meeting, circulars and other communication files. Any requirement of the securities regulatory authority of the place where the Bank's shares are listed for the Bank to send, mail, dispatch, issue, publish or otherwise make available any corporate communication may, to the extent permitted under laws and regulations and the Articles of the Bank, be satisfied by the Bank sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means and any requirement of the securities regulatory authority of the place where the Bank's shares are listed that a corporate communication of the Bank must be in printed form may be satisfied by the corporate communication being in electronic format.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
137.	Article 289 The preference shareholders of the Bank shall enjoy the following rights: (I) to receive distribution of dividends in priority to the ordinary shareholders; (II) to receive distribution of residual assets of the Bank on liquidation in priority to those of the ordinary shareholders; (III) upon the occurrence of the circumstances provided in Article 290, to attend and vote at the shareholders' general meetings; (IV) upon the occurrence of the circumstances provided in Article 291, to have its voting rights restored in accordance with the requirements of that Article; (V) to make proposals or inquiries in relation to the business operations and activities of the Bank; (VI) to inspect the Articles, register of shareholders, record of bondholders, minutes of the shareholders' general meetings, resolutions of the meetings of the Board of Directors, resolutions of the meetings of the Board of Supervisors and financial reports; (VII) other rights conferred to the holders of preference shares by laws, administrative regulations, department rules and these Articles.	Article 2~~89~~**58** The preference shareholders of the Bank shall enjoy the following rights: (I) to receive distribution of dividends in priority to the ordinary shareholders; (II) to receive distribution of residual assets of the Bank on liquidation in priority to those of the ordinary shareholders; (III) upon the occurrence of the circumstances provided in Article 2~~90~~**59**, to attend and vote at the shareholders' general meetings; (IV) upon the occurrence of the circumstances provided in Article 2~~91~~**60**, to have its voting rights restored in accordance with the requirements of that Article; (V) to make proposals or inquiries in relation to the business operations and activities of the Bank; (VI) to inspect the Articles, register of shareholders, record of bondholders, minutes of the shareholders' general meetings, resolutions of the meetings of the Board of Directors~~, resolutions of the meetings of the Board of Supervisors~~ and financial reports; (VII) other rights conferred to the holders of preference shares by laws, administrative regulations, department rules and these Articles.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
138.	Article 290 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the following circumstances: (I) a request to convene an extraordinary general meeting of shareholders; (II) a request to convene and preside over a general meeting of shareholders; (III) a request to submit an proposal or an interim proposal to a general meeting of shareholders; (IV) a request to nominate the directors and supervisors who are not staff representatives of the Bank; (V) identifying controlling shareholder(s) according to the relevant provisions of these Articles; (VI) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Articles; (VII) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; (VIII) other circumstances provided under laws, administrative regulations, departmental rules and these Articles.	Article 2~~90~~**59** Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the following circumstances: (I) a request to convene an extraordinary **shareholders'** general meeting~~ of shareholders~~; (II) a request to convene and preside over a **shareholders'** general meeting~~ of shareholders~~; (III) a request to submit an proposal or an interim proposal to a **shareholders'** general meeting~~ of shareholders~~; (IV) a request to nominate the directors ~~and supervisors~~ who are not staff representatives of the Bank; (V) identifying controlling shareholder(s) according to the relevant provisions of these Articles; (VI) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Articles; (VII) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; (VIII) other circumstances provided under laws, administrative regulations, departmental rules and these Articles.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
139.	Article 291 The preference shareholders are not entitled to attend any shareholders' general meeting of the Bank and the preference shares do not carry voting rights in any shareholders' general meeting other than in the following circumstances: (I) amendments to these Articles that relate to preference shares; (II) reduction of the registered capital of the Bank by more than 10% on a single or aggregate basis; (III) merger, division, dissolution or change of corporate form of the Bank; (IV) issuance of preference shares by the Bank; (V) other events specified in laws, administrative regulations, departmental rules and these Articles. On the occurrence of any of the above matters, the Bank shall notify the preference shareholders of the shareholders' general meeting and follow the notice procedures to ordinary shareholders as provided under these Articles. The preference shareholders are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote, but preference shares held by the Bank do not entitle the Bank to vote. Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including the holders of the preference shares with restored voting rights) and by more than two thirds of the votes held by the preference shareholders present in the meeting (excluding preference shareholders with restored voting rights).	Article 2~~91~~**60** The preference shareholders are not entitled to attend any shareholders' general meeting of the Bank and the preference shares do not carry voting rights in any shareholders' general meeting other than in the following circumstances: (I) amendments to these Articles that relate to preference shares; (II) reduction of the registered capital of the Bank by more than 10% on a single or aggregate basis; (III) merger, division, dissolution or change of corporate form of the Bank; (IV) issuance of preference shares by the Bank; (V) other events specified in laws, administrative regulations, departmental rules and these Articles. On the occurrence of any of the above matters, the Bank shall notify the preference shareholders of the shareholders' general meeting and follow the notice procedures to ordinary shareholders as provided under these Articles. The preference shareholders are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote, but preference shares held by the Bank do not entitle the Bank to vote. Resolutions relating to the above matters shall be approved by more than two thirds of the votes held by ordinary shareholders present at the meeting (including the holders of the preference shares with restored voting rights) and by more than two thirds of the votes held by the preference shareholders present in the meeting (excluding preference shareholders with restored voting rights).

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
140.	Article 292 In the event that the Bank fails to pay the prescribed dividend to the preference shareholders for three financial years in aggregate or two consecutive financial years, the preference shareholders will have the right to attend and vote at the shareholders' general meetings as if they are ordinary shareholders from the day immediately after the shareholders' general meeting resolves that the Bank will not pay the prescribed dividend for the current dividend period. The voting rights of the preference shareholders will remain restored until the Bank pays the current period dividend in full. The formula for calculating the voting rights of the offshore preference shares with restored voting rights is as follows: Q = V/P x conversion exchange rate, with any fractional restored voting right rounded down to the nearest whole number.	Article 2~~92~~**61** In the event that the Bank fails to pay the prescribed dividend to the preference shareholders for three financial years in aggregate or two consecutive financial years, the preference shareholders will have the right to attend and vote at the shareholders' general meetings as if they are ordinary shareholders from the day immediately after the shareholders' general meeting resolves that the Bank will not pay the prescribed dividend for the current dividend period. The voting rights of the preference shareholders will remain restored until the Bank pays the current period dividend in full. The formula for calculating the voting rights of the offshore preference shares with restored voting rights is as follows: Q = V/P x conversion exchange rate, with any fractional restored voting right rounded down to the nearest whole number.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
	Where: "Q" denotes the H share voting rights restored from the offshore preference shares held by each offshore preference shareholder; "V" denotes the aggregate value of the offshore preference shares with restored voting rights held by each offshore preference shareholder; "P" denotes the conversion price; the initial conversion price is decided by the issuance plan for offshore preference shares passed by shareholders' general meeting and denominated in Hong Kong dollars (which shall be converted with reference to the central parity rate of RMB to Hong Kong dollars used by the interbank foreign exchange market as published by the China Foreign Exchange Trade System on the trading day prior to the announcement date of the Board of Directors resolution on the issuance plan for offshore preference shares (rounded up to the nearest 2 decimal places)); the adjustment methods of conversion price (P) will be determined as agreed at the time of issuance of preference shares; the "conversion exchange rate" refers to the cross rate between Hong Kong dollars and the currency in which the offshore preference shares are denominated based on the RMB central parity rate published by the China Foreign Exchange Trading System on the trading date preceding the date of the announcement of the passing of the Board of Directors' resolution in respect of the issuance plan for offshore preference shares.	Where: "Q" denotes the H share voting rights restored from the offshore preference shares held by each offshore preference shareholder; "V" denotes the aggregate value of the offshore preference shares with restored voting rights held by each offshore preference shareholder; "P" denotes the conversion price; the initial conversion price is decided by the issuance plan for offshore preference shares passed by shareholders' general meeting and denominated in Hong Kong dollars (which shall be converted with reference to the central parity rate of RMB to Hong Kong dollars used by the interbank foreign exchange market as published by the China Foreign Exchange Trade System on the trading day prior to the announcement date of the Board of Directors resolution on the issuance plan for offshore preference shares (rounded up to the nearest 2 decimal places)); the adjustment methods of conversion price (P) will be determined as agreed at the time of issuance of preference shares; the "conversion exchange rate" refers to the cross rate between Hong Kong dollars and the currency in which the offshore preference shares are denominated based on the RMB central parity rate published by the China Foreign Exchange Trading System on the trading date preceding the date of the announcement of the passing of the Board of Directors' resolution in respect of the issuance plan for offshore preference shares.

No.	Original Articles of the Articles of Association	Amended Articles of the Articles of Association
141.	Article 297 The appendix of the Articles shall include the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of Meetings of the Board of Directors and the Rules of Procedure of Meetings of the Board of Supervisors.	Article 2~~97~~**66** The appendix of the Articles shall include the Rules of Procedure of the Shareholders' General Meeting~~,~~ **and** the Rules of Procedure of Meetings of the Board of Directors ~~and the Rules of Procedure of Meetings of the Board of Supervisors~~.
142.	Article 298 After adoption by resolution of the shareholders' general meeting and approval by the banking regulatory and administrative authorities under the State Council, the Articles shall become effective.	Article 2~~98~~**67** After adoption by resolution of the shareholders' general meeting and approval by the banking regulatory and administrative authorities under the State Council, the Articles shall become effective.

Notes: (1) Due to the addition and deletion of the chapters and articles, the numbering of the original chapters and articles will be adjusted correspondingly, and their references will be adjusted correspondingly without separate indication.

(2) References are made to the circular (the "**Circular**") dated June 9, 2025, and the announcements dated March 28, 2025 and June 30, 2025 of the Bank, in relation to the proposed amendments to the Articles of Association of the Bank, the Rules of Procedure of the Shareholders' General Meeting and the Rules of Procedure of Meetings of the Board of Directors (collectively, the "**Previous Amendments**"). The Previous Amendments were duly passed at the AGM and are pending on the approval by the Henan Regulatory Bureau of the National Financial Regulatory Administration before coming into effect. Contents of the Previous Amendments are included in the original articles. For details, please refer to the Circular.

The Rules of Procedures of the Shareholders' General Meeting (Comparative Table of the Amendments)

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
1.	Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the "Bank"), its shareholders and creditors, and regulating the organization and activities of the shareholders' general meeting of the Bank, the Rules of Procedures (the "Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Commercial Banking Law of the People's Republic of China (the "Commercial Banking Law"), the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), the Corporate Governance Guidelines for Banking and Insurance Institutions and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), as well as laws and regulations, normative documents and the requirements of the Articles of Association of Zhongyuan Bank Co., Ltd. (the "Articles").	Article 1 For the purpose of safeguarding the legitimate rights and interests of Zhongyuan Bank Co., Ltd. (the "Bank"), its shareholders and creditors, and regulating the organization and activities of the shareholders' general meeting of the Bank, the Rules of Procedures (the "Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Commercial Banking Law of the People's Republic of China (the "Commercial Banking Law"), the Reply of State Council on the Adjustment to the Provisions of the Notice Period for Convening the General Meetings and Other Matters Applicable to the Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》), the Corporate Governance Guidelines for Banking and Insurance Institutions and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), as well as laws and regulations, normative documents and the requirements of the Articles of Association of Zhongyuan Bank Co., Ltd. (the "Articles").

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
2.	Article 2 The Rules are applicable to the annual general meeting and extraordinary general meeting, and binding upon the Bank, all shareholders, proxies of shareholders, directors of the Bank, supervisors, senior management and other relevant personnel who attend the shareholders' general meeting.	Article 2 The Rules are applicable to the annual general meeting and extraordinary general meeting, and binding upon the Bank, all shareholders, proxies of shareholders, directors of the Bank~~, supervisors~~, senior management and other relevant personnel who attend the shareholders' general meeting.
3.	Article 3 Any shareholder holding the Bank's shares shall be entitled to attend in person or authorize a proxy to attend the shareholders' general meeting and enjoy various rights of shareholders such as the right of access, right to speak, inquiry right and voting right pursuant to laws and regulations, rules, normative documents and the Articles and the Rules, unless otherwise stipulated by the Rules. Shareholders and their proxies attending the shareholders' general meeting shall observe the provisions of relevant laws and regulations, rules, normative documents, the Articles and the Rules, and consciously maintain the order of the meeting, and shall not infringe upon the legitimate interests of other shareholders.	Article 3 Any shareholder holding the Bank's shares shall be entitled to attend in person or authorize a proxy to attend the shareholders' general meeting and enjoy various rights of shareholders such as the right of access, right to speak, inquiry right and voting right pursuant to laws and regulations, rules, normative documents and the Articles and the Rules, unless otherwise stipulated by the Rules. Shareholders and their proxies attending the shareholders' general meeting shall observe the provisions of relevant laws and regulations, rules, normative documents, the Articles and the Rules, and consciously maintain the order of the meeting, and shall not infringe upon the legitimate interests of other shareholders.
4.	Article 4 The shareholders' general meetings shall be the organ of power of the Bank and shall exercise its functions and powers according to the laws.	Article 4 The shareholders' general meetings shall be the organ of power of the Bank and shall exercise its functions and powers according to the laws.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
5.	Article 5 The shareholders' general meeting shall exercise the following powers: (I) deciding on the business policies and investment plans of the Bank; (II) electing and replacing directors not appointed by staff by representatives and deciding on matters concerning their remunerations; (III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors' remuneration; (IV) examining and approving reports of the Board of Directors; (V) examining and approving reports of the Board of Supervisors; (VI) examining and approving the Bank's annual financial budget and final account proposals; (VII) examining and approving the rules of procedures of the shareholders' general meetings, the Board of Directors and the Board of Supervisors; (VIII) examining and approving the Bank's plans for profit distribution and loss make-up; (IX) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;	Article 5 The shareholders' general meeting shall exercise the following powers: (I) ~~deciding on the business policies and investment plans of the Bank;~~ ~~(II)~~ electing and replacing directors not appointed by staff by representatives and deciding on matters concerning their remunerations; ~~(III) electing and replacing supervisors not appointed from staff representatives, and deciding on matters concerning supervisors' remuneration;~~ (**II**~~IV~~) examining and approving reports of the Board of Directors; ~~(V) examining and approving reports of the Board of Supervisors;~~ (**III**~~VI~~) examining and approving the Bank's annual financial budget and final account proposals; (**IV**~~VII~~) examining and approving the rules of procedures of the shareholders' general meetings~~,~~ **and** the Board of Directors~~ and the Board of Supervisors~~; (**V**~~VIII~~) examining and approving the Bank's plans for profit distribution and loss make-up; (**VI**~~IX~~) to adopt resolutions concerning the increase and reduction of the registered capital, issuance of bonds or other securities and listing of the Bank;

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	(X) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank; (XI) to amend the Articles; (XII) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which provides regular statutory audit for financial reports of the Bank; (XIII) to examine proposals raised by the shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as "Proposing Shareholders") according to law; (XIV) to examine the substantial asset investment and disposal of the Bank and related matters which amount to over 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period; (XV) to examine the substantial asset acquisition and disposal of the Bank and related matters which amount to over 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period; (XVI) to examine and approve the external donation amounting to above RMB30 million (exclusive);	(**VII**~~X~~) to adopt resolutions on matters such as repurchase of shares of the Bank, merger, division, changing of corporate form, dissolution and liquidation of the Bank; (**VIII**~~XI~~) to amend the Articles; (**IX**~~XII~~) to adopt resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm which provides regular statutory audit for financial reports of the Bank; (X~~III~~) to examine proposals raised by the shareholders who individually or jointly hold above **1**~~3~~% of the total issued and outstanding voting shares of the Bank (hereinafter referred to as "Proposing Shareholders") according to law; (X**I**~~IV~~) to examine the substantial asset investment and disposal of the Bank and related matters which amount to over 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period; (X**II**~~V~~) to examine the substantial asset acquisition and disposal of the Bank and related matters which amount to over 10% (exclusive) of the audited net asset value of the Bank in the most recent audited financial period; (X**III**~~VI~~) to examine and approve the external donation amounting to above RMB30 million (exclusive);

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	(XVII) to examine and approve the external guarantee for non-commercial bank business guarantees such as asset mortgages amounting to above RMB200 million (exclusive); (XVIII) to examine and approve the related (connected) transactions which require approval by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank's shares are listed; (XIX) to examine the stock incentive plans, employee stock ownership plans and other medium and long term incentive plans; (XX) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; (XXI) to examine any other matters required by the laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, the Articles and the Rules to be approved by a shareholders' general meeting.	(X**IV**~~VII~~) to examine and approve the external guarantee for non-commercial bank business guarantees such as asset mortgages amounting to above RMB200 million (exclusive); (X**V**~~VIII~~) to examine and approve the related (connected) transactions which require approval by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents, regulations of securities regulatory authorities of the locality in which the Bank's shares are listed; (X**VI**~~IX~~) to examine the stock incentive plans, employee stock ownership plans and other medium and long term incentive plans; (**XVII**~~XX~~) to determine the issuance of preference shares; to determine or authorize the Board of Directors to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; (**XVIII**~~XXI~~) to examine any other matters required by the laws, administrative regulations, department regulations, normative documents, relevant regulatory authorities, the Articles and the Rules to be approved by a shareholders' general meeting.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors, and the authorization given shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.	The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meeting. If it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors, and the authorization given shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
6.	Article 6 Unless the Bank is in any special circumstances such as a crisis, the Bank shall not enter into any contract with any party other than the directors, supervisors, President and other senior officers to which such party shall be responsible for managing the whole or any substantial part of the Bank's business without the approval at a shareholders' general meeting by way of special resolutions.	Article 6 Unless the Bank is in any special circumstances such as a crisis, the Bank shall not enter into any contract with any party other than the directors, ~~supervisors,~~ President and other senior officers to which such party shall be responsible for managing the whole or any substantial part of the Bank's business without the approval at a shareholders' general meeting by way of special resolutions.
7.	Article 7 Shareholders' general meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six (6) months of the date of the previous financial year. Where such meetings are required to be adjourned in any special reasons, a report shall be submitted to the Banking Regulator under the State Council with an explanation for such adjournment in time.	Article 7 Shareholders' general meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six (6) months of the date of the previous financial year. Where such meetings are required to be adjourned in any special reasons, a report shall be submitted to the Banking Regulator under the State Council with an explanation for such adjournment in time.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
8.	Article 8 The Bank shall hold an extraordinary general meeting within two (2) months of the date of the occurrence of any of the following events: (I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles; (II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital; (III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as "Proposing Shareholders") have requested in writing to convene such a meeting; (IV) when the Board of Directors deems it necessary to convene such a meeting; (V) when the Board of Supervisors proposes to convene such a meeting; (VI) more than half and no less than two independent directors propose with the Board of Directors to convene the meeting; (VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations or the Articles. The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.	Article 8 The Bank shall hold an extraordinary general meeting within two (2) months of the date of the occurrence of any of the following events: (I) the number of directors is less than the statutory minimum number required by the Company Law or 2/3 of the number required by the Articles; (II) the outstanding losses of the Bank has reached 1/3 of the total amount of the share capital; (III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares (hereinafter referred to as "Proposing Shareholders") have requested in writing to convene such a meeting; (IV) when the Board of Directors deems it necessary to convene such a meeting; (V) when the **Audit Committee of the Board of Directors**~~Board of Supervisors~~ proposes to convene such a meeting; (VI) more than half and no less than two independent directors propose with the Board of Directors to convene the meeting; (VII) in any other circumstances as provided for in the laws, administrative regulations, department regulations or the Articles. The number of shares referred to in the aforesaid item (III) shall be calculated as of the date when shareholders put forward the written request.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
9.	Article 9 The venue for the Bank to convene a shareholders' general meeting shall be at the Bank's domicile or other places specified in the notice of the shareholders' general meeting. An assembly room will be set up for the shareholders' general meeting and the meeting will be held in the form of live meeting. The Bank may also provide the network or other means according to relevant requirements for the convenience of shareholders to attend the shareholders' general meeting when it is ready. Shareholders attending the shareholders' general meeting through the aforesaid means shall be considered as present.	Article 9 The venue for the Bank to convene a shareholders' general meeting shall be at the Bank's domicile or other places specified in the notice of the shareholders' general meeting. An assembly room will be set up for the shareholders' general meeting and the meeting will be held in the form of live meeting. The Bank may also provide the network or other means according to relevant requirements for the convenience of shareholders to attend the shareholders' general meeting **and vote through the network or other means of modern information technology** when it is ready. Shareholders attending the shareholders' general meeting through the aforesaid means shall be considered as present.
10.	Article 10 The shareholders' general meeting shall be convened on schedule by the Board of Directors in accordance with the provisions of the Articles and the Rules. If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, the Board of Supervisors shall promptly convene the meeting. If the Board of Supervisors does not convene the meeting, the shareholders who individually or jointly hold above 10% in total of the Bank's voting shares for above ninety (90) consecutive days (the "Convening Shareholders") may convene such a meeting on their own initiative.	Article 10 The shareholders' general meeting shall be convened on schedule by the Board of Directors in accordance with the provisions of the Articles and the Rules. If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** shall promptly convene the meeting. If the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** does not convene the meeting, the shareholders who individually or jointly hold above 10% in total of the Bank's voting shares for above ninety (90) consecutive days (the "Convening Shareholders") may convene such a meeting on their own initiative.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
11.	Article 11 Above half of the independent Directors (at least two independent Directors) shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In respect of such proposal, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation.	Article 11 ~~Above half of~~**Agreed by more than half of all independent Directors,** the independent Directors (at least two independent Directors) shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In respect of such proposal, the Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
12.	Article 12 The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Board of Supervisors shall be sought. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene and preside over the shareholders' general meeting on its own initiative.	Article 12 The **Audit Committee of the Board of Directors**~~Board of Supervisors~~ shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** shall be sought. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** may convene and preside over the shareholders' general meeting on its own initiative.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
13.	Article 13 When the Requesting Shareholders request to convene an extraordinary general meeting (hereinafter referred to as "Shareholders' General Meetings"), they shall act in compliance with the following procedures: The Requesting Shareholders shall have the right to request the Board of Directors to convene Shareholders' General Meetings and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the Shareholders' General Meetings within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene Shareholders' General Meetings, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original request contained in the notice is changed, approval of the relevant shareholders shall be sought. If the Board of Directors does not agree to convene the Shareholders' General Meetings, or fails to give its response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the Shareholders' General Meetings and this proposal shall be made to the Board of Supervisors in writing.	Article 13 When the Requesting Shareholders request to convene an extraordinary general meeting (hereinafter referred to as "Shareholders' General Meetings"), they shall act in compliance with the following procedures: The Requesting Shareholders shall have the right to request the Board of Directors to convene Shareholders' General Meetings and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, make a written response as to whether or not it agrees to convene the Shareholders' General Meetings within ten (10) days of receiving the proposal. If the Board of Directors agrees to convene Shareholders' General Meetings, a notice convening such meetings shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original request contained in the notice is changed, approval of the relevant shareholders shall be sought. If the Board of Directors does not agree to convene the Shareholders' General Meetings, or fails to give its response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** to convene the Shareholders' General Meetings and this proposal shall be made to the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** in writing.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	If the Board of Supervisors agrees to convene the Shareholders' General Meetings, a notice for convening such meetings shall be issued within five (5) days of receiving the proposal. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought. If the Board of Supervisors fails to give the notice of Shareholders' General Meetings within the specified time limit, it shall be deemed to have failed to convene or preside over the Shareholders' General Meetings, and Convening Shareholders shall have the right to convene and preside over such meetings by themselves. Reasonable expenses incurred from the aforesaid case where shareholders convene and hold the meeting by themselves due to the failure of the Board of Directors or the Board of Supervisors to convene the meetings shall be borne by the Bank, and the same shall be deducted from the payment to those Directors or Supervisors who failed to perform their duties.	If the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** agrees to convene the Shareholders' General Meetings, a notice for convening such meetings shall be issued within five (5) days of receiving the proposal. If the original request contained in the notice is changed, approval of the relevant Shareholders shall be sought. If the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** fails to give the notice of Shareholders' General Meetings within the specified time limit, it shall be deemed to have failed to convene or preside over the Shareholders' General Meetings, and Convening Shareholders shall have the right to convene and preside over such meetings by themselves. Reasonable expenses incurred from the aforesaid case where shareholders convene and hold the meeting by themselves due to the failure of the Board of Directors or the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** to convene the meetings shall be borne by the Bank, and the same shall be deducted from the payment to those Directors ~~or Supervisors~~ who failed to perform their duties.
14.	Article 14 If either the Board of Supervisors or Convening Shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing. The shareholding proportion of the Convening Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.	Article 14 If either the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** or Convening Shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing. The shareholding proportion of the Convening Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
15.	Article 15 With respect to a shareholders' general meeting convened by the Board of Supervisors or Shareholders on their own initiatives, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of Shareholders as at the shareholding registration date. The register of Shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.	Article 15 With respect to a shareholders' general meeting convened by the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** or Shareholders on their own initiatives, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of Shareholders as at the shareholding registration date. The register of Shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.
16.	Article 16 The contents of the proposal shall fall within the terms of reference of the shareholders' general meeting, with definite topics and specific resolutions and shall be in compliance with the laws, administrative regulations and the Articles.	Article 16 The contents of the proposal shall fall within the terms of reference of the shareholders' general meeting, with definite topics and specific resolutions and shall be in compliance with the laws, administrative regulations and the Articles.
17.	Article 17 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) days (excluding both the date when the notice is dispatched and the date of meeting) prior to the date of the meeting; when the Bank is to convene an extraordinary general meeting, the convener shall issue a written notice, at least fifteen (15) days prior to the extraordinary general meeting. Laws and regulations, and where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.	Article 17 When the Bank is to convene an annual general meeting, the convener shall issue a written notice, at least twenty (20) days (excluding both the date when the notice is dispatched and the date of meeting) prior to the date of the meeting; when the Bank is to convene an extraordinary general meeting, the convener shall issue a written notice, at least fifteen (15) days prior to the extraordinary general meeting. Laws and regulations, and where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
18.	Article 18 When the Bank convenes a shareholders' general meeting, the Board of Directors, the Board of Supervisors and the Proposing Shareholders shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposals which are within the scope of responsibilities of the shareholders' general meeting into the agenda. The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the shareholders' general meeting. The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals. If otherwise provided in listing rules of the stock exchange in the place where the shares of the Bank are listed, its requirements shall also be met. Except for the provisions stated in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the notice of the shareholders' general meeting once given. Proposals which have not been set out in the notice of shareholders' general meeting or which are not in compliance with Article 16 of the Rules shall not be put forward and voted upon as resolutions at a shareholders' general meeting.	Article 18 When the Bank convenes a shareholders' general meeting, the Board of Directors, the **Audit Committee of the Board of Directors**~~Board of Supervisors~~ and the Proposing Shareholders shall be entitled to submit their proposals in writing to the Bank. The Bank shall include matters in the proposals which are within the scope of responsibilities of the shareholders' general meeting into the agenda. The Proposing Shareholders may submit provisional proposals to the conveners in writing ten (10) days prior to the date of the shareholders' general meeting. **The provisional proposals shall have clear subject and specific matters for resolution.** The conveners shall issue a supplemental notice setting out the content of the provisional proposals within two (2) days of receiving the proposals**, and submit the provisional proposals to the shareholders' general meeting for consideration, unless the provisional proposals violate the provisions of the laws, administrative regulations or the Articles, or do not fall within the terms of reference of the shareholders' general meeting**. If otherwise provided in listing rules of the stock exchange in the place where the shares of the Bank are listed, its requirements shall also be met. Except for the provisions stated in the above paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the notice of the shareholders' general meeting once given. Proposals which have not been set out in the notice of shareholders' general meeting or which are not in compliance with Article 16 of the Rules shall not be put forward and voted upon as resolutions at a shareholders' general meeting.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
19.	Article 19 The Board of Directors shall give explanations and reasons at a shareholders' general meeting if it decides not to include a shareholder's proposals in the agenda.	Article 19 The Board of Directors shall give explanations and reasons at a shareholders' general meeting if it decides not to include a shareholder's proposals in the agenda.
20.	Article 20 Notice of shareholders' general meeting shall be made in writing and contain the following contents: (I) the venue, date and time of the meeting; (II) the matters to be tabled for discussion at the meeting; (III) if any of the Directors, Supervisors, President or other senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; (IV) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint one proxy or over one proxy to attend and vote on his/her behalf, and such proxy need not be a Shareholder of the Bank; (V) the shareholding registration date of the Shareholders who are entitled to attend the meeting; (VI) the time and address for lodging the proxy forms of the relevant meeting; (VII) the name and phone number of the contact person of the meeting.	Article 20 Notice of shareholders' general meeting shall be made **by announcements or in other reasonable written forms** ~~in writing~~ and contain the following contents: (I) the venue, date and time of the meeting; (II) the matters to be tabled for discussion at the meeting; (III) if any of the Directors~~, Supervisors~~, President or other senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; (IV) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint one proxy or over one proxy to attend and vote on his/her behalf, and such proxy need not be a Shareholder of the Bank; (V) the shareholding registration date of the Shareholders who are entitled to attend the meeting; (VI) the time and address for lodging the proxy forms of the relevant meeting; (VII) the name and phone number of the contact person of the meeting.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
21.	Article 21 Unless otherwise stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles, the notice of a shareholders' general meeting shall be sent to shareholders and announced in accordance with the manners provided in the Articles or other manners permitted by laws and regulations. For holders of domestic shares, the notice of a shareholders' general meeting may be in the form of an announcement. The aforesaid announcement shall refer to the announcement published on the designated media as required by the relevant regulators or disclosed on the Bank's website, etc. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published. Subject to the laws, administrative regulations, departmental rules, regulatory documents, and listing rules of the stock exchange in the place where the shares of the Bank are listed and the regulations of the relevant regulatory authorities, the Bank may also send or dispatch the aforesaid notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.	Article 21 Unless otherwise stipulated by the laws, regulations, the regulations of the relevant regulatory authorities as well as the Articles, the notice of a shareholders' general meeting shall be sent to shareholders and announced in accordance with the manners provided in the Articles or other manners permitted by laws and regulations. For holders of domestic shares, the notice of a shareholders' general meeting may be in the form of an announcement. The aforesaid announcement shall refer to the announcement published on the designated media as required by the relevant regulators or disclosed on the Bank's website, etc. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published. Subject to the laws, administrative regulations, departmental rules, regulatory documents, and listing rules of the stock exchange in the place where the shares of the Bank are listed and the regulations of the relevant regulatory authorities, the Bank may also send or dispatch the aforesaid notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange, instead of sending or dispatching the same by personal delivery or prepaid mail.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
22.	Article 22 If the elections of Directors and Supervisors are intended to be discussed at the shareholders' general meeting, the shareholders' general meeting shall fully disclose the details of the candidates for the role of Directors and Supervisors, and shall at least include the following particulars: (I) personal particulars such as education level, work experience and any part-time work undertaken; (II) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank; (III) disclosure of their shareholding in the Bank; (IV) whether it is in compliance with the requirements of relevant laws, regulations, departmental rules and regulatory documents including the Company Law on the qualification of directors or supervisors of a commercial bank; (V) information in relation to the new appointment or re-designation of Directors or Supervisors to be disclosed as required by the Hong Kong Listing Rules.	Article 22 If the elections of Directors ~~and Supervisors~~ are intended to be discussed at the shareholders' general meeting, the shareholders' general meeting shall fully disclose the details of the candidates for the role of Directors ~~and Supervisors~~, and shall at least include the following particulars: (I) personal particulars such as education level, work experience and any part-time work undertaken; (II) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank; (III) disclosure of their shareholding in the Bank; (IV) whether it is in compliance with the requirements of relevant laws, regulations, departmental rules and regulatory documents including the Company Law on the qualification of directors ~~or supervisors~~ of a commercial bank; (V) information in relation to the new appointment or re-designation of Directors ~~or Supervisors~~ to be disclosed as required by the Hong Kong Listing Rules.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
23.	Article 24 Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice or supplementary notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons before the original meeting date.	Article 24 Once the notice of shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without proper reasons, and proposals contained in the notice or supplementary notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons before the original meeting date.
24.	Article 25 The Board of Directors and other conveners shall take necessary measures to maintain order at the shareholders' general meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of Shareholders shall be prevented and promptly reported to relevant authorities for investigation.	Article 25 The Board of Directors and other conveners shall take necessary measures to maintain order at the shareholders' general meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of Shareholders shall be prevented and promptly reported to relevant authorities for investigation.
25.	Article 26 All shareholders whose names appear on the register of Shareholders on the shareholding registration date shall be entitled to attend the shareholders' general meeting. Except those Shareholders who are imposed restriction on voting rights according to the requirements of regulatory authorities or relevant provisions of the Articles, other attending Shareholders may exercise their voting rights in accordance with relevant laws, regulations and the Articles. Shareholders may attend a shareholders' general meeting in person or appoint proxies to attend and vote on their behalf.	Article 26 All shareholders whose names appear on the register of Shareholders on the shareholding registration date shall be entitled to attend the shareholders' general meeting. Except those Shareholders who are imposed restriction on voting rights according to the requirements of regulatory authorities or relevant provisions of the Articles, other attending Shareholders may exercise their voting rights in accordance with relevant laws, regulations and the Articles. Shareholders may attend a shareholders' general meeting in person or appoint proxies to attend and vote on their behalf.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
26.	Article 27 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on their behalf. If the shareholder is a corporate, it shall be entitled to appoint a representative to attend and vote at any shareholders' general meeting of the Bank and, where a corporate shareholder is so represented, it shall be treated as being present at any meeting in person. A corporate shareholder may execute a form of proxy under the hand of a duly authorized officer. A proxy may exercise the following powers at a shareholders' general meeting: (I) the same right of speech as the Shareholder at the meeting; (II) have authority to demand or join other Shareholders in demanding a poll; (III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.	Article 27 Any Shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be Shareholders) as proxies to attend and vote on their behalf. If the shareholder is a corporate, it shall be entitled to appoint a representative to attend and vote at any shareholders' general meeting of the Bank and, where a corporate shareholder is so represented, it shall be treated as being present at any meeting in person. A corporate shareholder may execute a form of proxy under the hand of a duly authorized officer. A proxy may exercise the following powers at a shareholders' general meeting: (I) the same right of speech as the Shareholder at the meeting; (II) have authority to demand or join other Shareholders in demanding a poll; (III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
27.	Article 29 If an individual Shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid documents or certificates providing proof of his/her identity. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document and instrument of proxy. A corporate shareholder shall attend the shareholders' general meeting through its legal representative or proxies authorized by the resolutions of the Board and other decision-making bodies. The legal representative of the corporate shareholder may appoint a proxy to attend the meeting. If a legal representative attends the meeting, he/she shall produce his/her own identification document or valid documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification document or written power of attorney granted by the corporate shareholder according to laws.	Article 29 If an individual Shareholder attends the meeting in person, he/she shall produce his/her own identification document or other valid documents or certificates providing proof of his/her identity. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document and instrument of proxy. A corporate shareholder shall attend the shareholders' general meeting through its legal representative or proxies authorized by the resolutions of the Board and other decision-making bodies. The legal representative of the corporate shareholder may appoint a proxy to attend the meeting. If a legal representative attends the meeting, he/she shall produce his/her own identification document or valid documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification document or written power of attorney granted by the corporate shareholder according to laws.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
28.	Article 30 The power of attorney used by Shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information: (I) name of the proxy and the number of shares to be represented by the proxy; (II) whether or not the proxy has the right to vote; (III) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (IV) date of issuance and term of validity; (V) signature (or seal) of the appointing shareholder; if the appointing shareholder is a body corporate, the document shall be affixed with the legal person's seal.	Article 30 The power of attorney used by Shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information: (I) name of the proxy and the number of shares to be represented by the proxy; (II) whether or not the proxy has the right to vote; (III) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting; (IV) date of issuance and term of validity; (V) signature (or seal) of the appointing shareholder; if the appointing shareholder is a body corporate, the document shall be affixed with the legal person's seal.
29.	Article 31 The proxy form issued by the Board of Directors of the Bank to the shareholder for the appointment of proxies shall freely allow a Shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative, negative or in abstention), and to give separate instructions for each resolution that will be voted on at the meeting. The power of attorney should indicate that the proxy may vote at his/her discretion if no instructions have been given by the shareholder.	Article 31 The proxy form issued by the Board of Directors of the Bank to the shareholder for the appointment of proxies shall freely allow a Shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative, negative or in abstention), and to give separate instructions for each resolution that will be voted on at the meeting**<u>, unless otherwise provided by relevant laws, regulations and listing rules in the place of listing</u>**. ~~The power of attorney should indicate that the proxy may vote at his/her discretion if no instructions have been given by the shareholder.~~

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
30.	Article 32 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of a shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing Shareholder instead of the appointing Shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the meeting. If the Shareholder is a recognized clearing house or its agent as defined in the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such a Shareholder is entitled to appoint more than one person it deems suitable to act as its proxy in the shareholders' general meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is a natural person shareholder of the Bank.	Article 32 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of a shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted on or the designated voting time. If the power of attorney is signed by a person authorized by the appointing Shareholder instead of the appointing Shareholder himself/herself, the power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form authorizing the proxy to vote, be placed at the Bank's domicile or any other place designated in the notice of the meeting. If the Shareholder is a recognized clearing house or its agent as defined in the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), such a Shareholder is entitled to appoint more than one person it deems suitable to act as its proxy in the shareholders' general meeting. If above two persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is a natural person shareholder of the Bank.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
31.	Article 36 When a shareholders' general meeting is being convened, all the Bank's Directors, Supervisors and the secretary to the Board of Directors shall attend the meeting. The president and other senior management personnel of the Bank shall observe the meeting.	Article 36 When a shareholders' general meeting is being convened, all the Bank's Directors~~, Supervisors~~ and the secretary to the Board of Directors shall attend the meeting. The president and other senior management personnel of the Bank shall observe the meeting.
32.	Article 37 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a Director elected by more than half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his proxy) who holds the most voting shares shall preside over the meeting.	Article 37 The shareholders' general meeting shall be convened by the Board of Directors according to laws and shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a Director elected by more than half of the Directors shall preside over the meeting. In the event that no such designation is made, a Shareholder as elected from the attending Shareholders may preside over the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his proxy) who holds the most voting shares shall preside over the meeting.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	A shareholders' general meeting convened by the Board of Supervisors shall be presided over and chaired by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall preside over the meeting. A shareholders' general meeting convened by the Shareholders shall be presided over by a representative elected by the convener. During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.	A shareholders' general meeting convened by the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** shall be presided over ~~and chaired~~ by the chairman of the ~~Board of Supervisors~~**Audit Committee of the Board of Directors**. If the chairman of the ~~Board of Supervisors~~**Audit Committee of the Board of Directors** is unable or fails to perform his/her duties, **a member of the Audit Committee of the Board of Directors elected by more than half of the members of the Audit Committee of the Board of Directors shall preside over the meeting**~~the deputy chairman of the Board of Supervisors shall preside. If the deputy chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by more than half of the supervisors shall preside over the meeting~~. A shareholders' general meeting convened by the Shareholders shall be presided over by a representative elected by the convener. During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
33.	Article 39 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (I) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (II) the names of the chairman of the meeting, and the directors, supervisors, president and other senior management personnel who attend or observe the meeting; (III) the total number of shares with voting rights held by shareholders (including his/her proxy) present at the meeting, and the percentage in relation to the total number of the Bank's voting shares; (IV) the consideration process for each resolution, key points of speeches made and voting outcome; (V) the name of the lawyer, vote counter and scrutineer; and (VI) any other matters required by the provisions of the Articles to be recorded in the minutes.	Article 39 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information: (I) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener; (II) the names of the chairman of the meeting, and the directors~~, supervisors~~, president and other senior management personnel who attend or observe the meeting; (III) the total number of shares with voting rights held by shareholders (including his/her proxy) present at the meeting, and the percentage in relation to the total number of the Bank's voting shares; (IV) the consideration process for each resolution, key points of speeches made and voting outcome; (V) the name of the lawyer, vote counter and scrutineer; and (VI) any other matters required by the provisions of the Articles to be recorded in the minutes.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
34.	Article 40 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed permanently.	Article 40 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, ~~supervisors,~~ Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed permanently.
35.	Article 41 When a shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held. Each share shall have one (1) vote. However, the shares held by the Bank have no voting rights and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. If any laws, administrative regulations and the Hong Kong Listing Rules require that any shareholder shall abstain from voting on a certain matter or limit any shareholder to cast affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.	Article 41 When a shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held. Each share shall have one (1) vote. However, the shares held by the Bank have no voting rights and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. If any laws, administrative regulations and the Hong Kong Listing Rules require that any shareholder shall abstain from voting on a certain matter or limit any shareholder to cast affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
36.	Article 42 The resolutions of a shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions. Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions shall be approved by above two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.	Article 42 The resolutions of a shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions. Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting. Special resolutions shall be approved by above two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.
37.	Article 43 The following matters shall be resolved at the shareholders' general meeting by way of a ordinary resolution: (I) work reports of the Board of Directors and Board of Supervisors; (II) profit distribution plans and loss recovery plans formulated by the Board of Directors; (III) removal of any member of the Board of Directors and Board of Supervisors, their remuneration and manner of payment; (IV) annual budgets, final accounts, balance sheets, profit statements and other financial statements of the Bank; (V) annual profit distribution proposals of the Bank; (VI) the appointment or dismissal of accounting firms; and (VII) matters other than those which are required by laws and administrative regulations or these Articles to be resolved by a special resolution.	Article 43 The following matters shall be resolved at the shareholders' general meeting by way of a ordinary resolution: (I) work reports of the Board of Directors~~ and Board of Supervisors~~; (II) profit distribution plans and loss recovery plans formulated by the Board of Directors; (III) removal of any member of the Board of Directors~~ and Board of Supervisors~~, their remuneration and manner of payment; (IV) annual budgets, final accounts, balance sheets, profit statements and other financial statements of the Bank; (V) annual profit distribution proposals of the Bank; (VI) the appointment or dismissal of accounting firms; and (VII) matters other than those which are required by laws and administrative regulations or these Articles to be resolved by a special resolution.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
38.	Article 44 The following matters shall be resolved at the shareholders' general meeting by way of a special resolution: (I) an increase or reduction of the registered capital of the Bank; (II) the issuance and listing of all kinds of stocks, bonds or other securities by the Bank; (III) the division, merger, any other change in the corporate form, dissolution and liquidation of the Bank; (IV) amendments to the Articles; (V) the removal of the independent directors; (VI) the consideration and approval of medium and long term incentive plans such as stock incentive plans and employee stock ownership plans; (VII) any other matters as required by the laws, regulations, regulatory requirements or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.	Article 44 The following matters shall be resolved at the shareholders' general meeting by way of a special resolution: (I) an increase or reduction of the registered capital of the Bank; (II) the issuance and listing of all kinds of stocks, bonds or other securities by the Bank; (III) the division, merger, any other change in the corporate form, dissolution and liquidation of the Bank; (IV) amendments to the Articles; (V) the removal of the independent directors; (VI) the consideration and approval of medium and long term incentive plans such as stock incentive plans and employee stock ownership plans; (VII) any other matters as required by the laws, regulations, regulatory requirements or the Articles, or other matters that, resolved by the shareholders' general meeting by way of an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
39.	Article 45 When a shareholders' general meeting examines related (connected) transactions, the related (connected) shareholders and its associates (defined in the Hong Kong Listing Rules) shall not participate in voting and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes; the announcement of the shareholders' general meeting shall fully disclose the voting by unrelated (unconnected) shareholders.	Article 45 When a shareholders' general meeting examines related (connected) transactions, the related (connected) shareholders and its associates (defined in the Hong Kong Listing Rules) shall not participate in voting and the number of shares with voting rights represented by them shall not be counted in the total number of valid votes; the announcement of the shareholders' general meeting shall fully disclose the voting by unrelated (unconnected) shareholders.
40.	Article 46 The avoidance and voting procedures for related (connected) shareholders are that they may choose proactive avoidance or be subject to any request for avoidance made by any other shareholders or representative shareholders attending the shareholders' general meeting. If any request for avoidance is made by any other shareholders or representative shareholders but the relevant shareholders think they are beyond the scope of avoidance, they shall state the reason. If after stating the reason the relevant shareholders cannot persuade any shareholders who has made the request, the shareholders' general meeting may respectively record the voting results when the shareholders with disputed related (connected) relation identity avoids or does not avoid voting. After the shareholders' general meeting, the Board shall confirm the final voting results by applying to relevant authorities for identifying related (connected) shareholders and inform all shareholders.	Article 46 The avoidance and voting procedures for related (connected) shareholders are that they may choose proactive avoidance or be subject to any request for avoidance made by any other shareholders or representative shareholders attending the shareholders' general meeting. If any request for avoidance is made by any other shareholders or representative shareholders but the relevant shareholders think they are beyond the scope of avoidance, they shall state the reason. If after stating the reason the relevant shareholders cannot persuade any shareholders who has made the request, the shareholders' general meeting may respectively record the voting results when the shareholders with disputed related (connected) relation identity avoids or does not avoid voting. After the shareholders' general meeting, the Board shall confirm the final voting results by applying to relevant authorities for identifying related (connected) shareholders and inform all shareholders.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
41.	Article 47 The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting as a proposal for voting.	Article 47 The list of candidates for directors ~~and supervisors~~ shall be submitted to the shareholders' general meeting as a proposal for voting.
42.	Article 48 All proposals shall be voted one by one at the shareholders' general meeting. Unless the shareholders' general meeting is suspended or that a resolution cannot be made due to special reasons including force majeure, the shareholders' general meeting shall not put off the proposals or refuse to vote on the proposals. When considering a proposal, the shareholders' general meeting shall not amend it. Otherwise, such amendment shall be deemed a new proposal and shall not be considered and voted on at the current shareholders' general meeting. A special reminder, in the event that the proposal is not passed or the resolution from a previous shareholders' general meeting is amended by the shareholders' general meeting, shall be made at the resolution of the shareholders' general meeting.	Article 48 All proposals shall be voted one by one at the shareholders' general meeting. Unless the shareholders' general meeting is suspended or that a resolution cannot be made due to special reasons including force majeure, the shareholders' general meeting shall not put off the proposals or refuse to vote on the proposals. When considering a proposal, the shareholders' general meeting shall not amend it. Otherwise, such amendment shall be deemed a new proposal and shall not be considered and voted on at the current shareholders' general meeting. A special reminder, in the event that the proposal is not passed or the resolution from a previous shareholders' general meeting is amended by the shareholders' general meeting, shall be made at the resolution of the shareholders' general meeting.
43.	Article 49 Any voting at the shareholders' general meeting shall be taken by way of poll of registered voters.	Article 49 Any voting at the shareholders' general meeting shall be taken by way of poll of registered voters.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
44.	Article 51 During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders, representatives of supervisors and other relevant qualified persons appointed in accordance with the Hong Kong Listing Rules under the relevant requirements of the Hong Kong Listing Rules. The chairman of the meeting shall announce the voting outcome at the meeting and shall determine, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes. Shareholders or their proxies voting through the internet or other means shall have the right to check their own votes cast through the relevant voting system.	Article 51 During the voting process of the shareholders' general meeting, the vote count and examination of the poll shall be conducted together by lawyers, representatives of shareholders~~,~~ ~~representatives of supervisors~~ and other relevant qualified persons appointed in accordance with the Hong Kong Listing Rules under the relevant requirements of the Hong Kong Listing Rules. The chairman of the meeting shall announce the voting outcome at the meeting and shall determine, according to the voting outcome, whether the resolution has been passed. The voting outcome for each resolution shall be recorded in the meeting minutes. Shareholders or their proxies voting through the internet or other means shall have the right to check their own votes cast through the relevant voting system.
45.	Article 52 Shareholders who are present at the shareholders' general meeting shall adopt one of the following stances when a proposal is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or unsubmitted votes shall be counted as abstentions of the voting rights and such votes shall be counted as "abstention". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to above two (2) votes need not cast all the votes towards the same stance. In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.	Article 52 Shareholders who are present at the shareholders' general meeting shall adopt one of the following stances when a proposal is put forward for voting: for, against or abstention. Any votes which are unfilled, erroneously completed, illegible or unsubmitted votes shall be counted as abstentions of the voting rights and such votes shall be counted as "abstention". On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to above two (2) votes need not cast all the votes towards the same stance. In the event that the same voting rights have been exercised twice, the result of the first vote shall prevail.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
46.	Article 54 If the votes are recounted at a shareholders' general meeting, the result shall be recorded into the minutes.	Article 54 If the votes are recounted at a shareholders' general meeting, the result shall be recorded into the minutes.
47.	Article 55 The Bank shall engage lawyers to attend the shareholders' general meeting and advise on the following issues with announcements made thereon: (I) whether the convening of the shareholders' general meeting and its procedures are in compliance with laws, administrative regulations, the Articles; (II) whether the attendees are eligible and whether the eligibility of the convener is lawful and valid; (III) whether the procedures of voting and the voting results of the meeting are lawful and valid; (IV) legal opinions on other related matters at the request of the Bank.	Article 55 The Bank shall engage lawyers to attend the shareholders' general meeting and advise on the following issues with announcements made thereon: (I) whether the convening of the shareholders' general meeting and its procedures are in compliance with laws, administrative regulations, the Articles; (II) whether the attendees are eligible and whether the eligibility of the convener is lawful and valid; (III) whether the procedures of voting and the voting results of the meeting are lawful and valid; (IV) legal opinions on other related matters at the request of the Bank.
48.	Article 56 Any resolution concerning the election of director and supervisor being passed at a shareholders' general meeting shall specify the term of office of such newly elected director and supervisor.	Article 56 Any resolution concerning the election of director~~ and supervisor~~ being passed at a shareholders' general meeting shall specify the term of office of such newly elected director~~ and supervisor~~.
49.	Article 57 The shareholders' general meeting may grant authorization to the Board of Directors by passing resolutions.	Article 57 The shareholders' general meeting may grant authorization to the Board of Directors by passing resolutions.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
50.	Article 58 Issues which require approval by shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules as well as the Articles shall be considered at the shareholders' general meeting in order to protect the decision right of the shareholders of the Bank. When considered necessary, any specific matters related to the foregoing issues which are unable or unnecessary to be decided immediately at the shareholders' general meeting may be decided by the Board of Directors upon authorization by the shareholders at the general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.	Article 58 Issues which require approval by shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules as well as the Articles shall be considered at the shareholders' general meeting in order to protect the decision right of the shareholders of the Bank. When considered necessary, any specific matters related to the foregoing issues which are unable or unnecessary to be decided immediately at the shareholders' general meeting may be decided by the Board of Directors upon authorization by the shareholders at the **<u>shareholders'</u>** general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions on matters to be delegated shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If the Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.
51.	Article 59 If the resolution of shareholders' general meeting violates laws or administrative regulations, it shall be deemed as invalid.	Article 59 If the resolution of shareholders' general meeting violates laws or administrative regulations, it shall be deemed as invalid.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
52.	Article 60 If the convening procedure or voting method of the shareholders' general meeting violates laws, administrative regulations or the Articles, or resolution contents violate the Articles, shareholders may, within sixty (60) days upon the date of adopting the resolution, request the people's court to rescind the resolutions. Unless there is only a minor defect in the convening procedure or the voting manner for the shareholders' general meeting or Board meeting, which does not have any substantive effect on the resolution.	Article 60 If the convening procedure or voting method of the shareholders' general meeting violates laws, administrative regulations or the Articles, or resolution contents violate the Articles, shareholders may, within sixty (60) days upon the date of adopting the resolution, request the people's court to rescind the resolutions. Unless there is only a minor defect in the convening procedure or the voting manner for the shareholders' general meeting or Board meeting, which does not have any substantive effect on the resolution.
53.	Article 61 A company' s preference shareholders shall not attend the shareholders' general meeting and the shares they hold do not have voting rights. On the occurrence of any of the following matters, the Bank shall notify preference shareholders of the shareholders' general meeting and follow the notice procedures to ordinary shareholders as provided under the Company Law and the Articles of Association. When the preference shareholders attend the shareholders' general meeting, they are entitled to vote at a separate class meeting and each preference share shall have one vote (preference shares held by the Bank does not entitle the Bank to vote): (I) amendments to the Articles that relate to preference shares of the Bank; (II) reduction of the registered capital of the Bank by more than ten percent (10%) on a single or aggregate basis;	Article 61 A company' s preference shareholders shall not attend the shareholders' general meeting and the shares they hold do not have voting rights. On the occurrence of any of the following matters, the Bank shall notify preference shareholders of the shareholders' general meeting and follow the notice procedures to ordinary shareholders as provided under the Company Law and the Articles of Association. When the preference shareholders attend the shareholders' general meeting, they are entitled to vote at a separate class meeting and each preference share shall have one vote (preference shares held by the Bank does not entitle the Bank to vote): (I) amendments to the Articles that relate to preference shares of the Bank; (II) reduction of the registered capital of the Bank by more than ten percent (10%) on a single or aggregate basis;

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
	(III) merger, division, dissolution or change of corporate form of the Bank; (IV) issuance of preference shares; (V) other circumstances specified in the Articles. Resolutions relating to the above matters shall be approved by more than two-thirds of the votes held by ordinary shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two-thirds of the votes held by preference shareholders present at the meeting (excluding preference shareholders with restored voting rights). In case of voting under the circumstances specified in paragraph 2 of the Article herein at the shareholders general meeting, the Bank shall separately calculate and announce the attendance at the meeting and voting results by the ordinary shareholders (including the holders of the preference shares with restored voting rights) and the preference shareholders (excluding preference shareholders with restored voting rights).	(III) merger, division, dissolution or change of corporate form of the Bank; (IV) issuance of preference shares; (V) other circumstances specified in the Articles. Resolutions relating to the above matters shall be approved by more than two-thirds of the votes held by ordinary shareholders present at the meeting (including preference shareholders with restored voting rights) and by more than two-thirds of the votes held by preference shareholders present at the meeting (excluding preference shareholders with restored voting rights). In case of voting under the circumstances specified in paragraph 2 of the Article herein at the shareholders general meeting, the Bank shall separately calculate and announce the attendance at the meeting and voting results by the ordinary shareholders (including the holders of the preference shares with restored voting rights) and the preference shareholders (excluding preference shareholders with restored voting rights).

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
54.	Article 62 In the consideration of the proposal on issue of preference shares, the shareholders general meeting shall vote on the following matters one by one: (I) type and number of preference shares to be issued; (II) issue mode, objects and placing arrangements for existing shareholders; (III) par value, issue price or pricing range and its determination principle; (IV) profit distribution methods for preference shareholders, including: dividend yield and its determination principle, dividend payment conditions, dividend payment methods, whether dividends are accumulated, and whether participation in the distribution of surplus profit is allowed; (V) terms and conditions of repurchase, including repurchase conditions, period, price and its determination principle, and subject of exercising repurchase option (if any); (VI) use of proceeds; (VII) conditional share subscription agreements signed between the Bank and corresponding objects to which shares are issued; (VIII) validity period of resolution; (IX) plan on amendments to relevant provisions of the Articles on profit distribution policy for shareholders of preference/ordinary shares; (X) authorization to the board of directors on handling specific matters concerning the issue of shares; (XI) other matters.	Article 62 In the consideration of the proposal on issue of preference shares, the shareholders general meeting shall vote on the following matters one by one: (I) type and number of preference shares to be issued; (II) issue mode, objects and placing arrangements for existing shareholders; (III) par value, issue price or pricing range and its determination principle; (IV) profit distribution methods for preference shareholders, including: dividend yield and its determination principle, dividend payment conditions, dividend payment methods, whether dividends are accumulated, and whether participation in the distribution of surplus profit is allowed; (V) terms and conditions of repurchase, including repurchase conditions, period, price and its determination principle, and subject of exercising repurchase option (if any); (VI) use of proceeds; (VII) conditional share subscription agreements signed between the Bank and corresponding objects to which shares are issued; (VIII) validity period of resolution; (IX) plan on amendments to relevant provisions of the Articles on profit distribution policy for shareholders of preference/ordinary shares; (X) authorization to the board of directors on handling specific matters concerning the issue of shares; (XI) other matters.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
55.	Article 63 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the following circumstances: (I) a request to convene an extraordinary general meeting of shareholders; (II) a request to convene and preside over a general meeting of shareholders; (III) a request to submit a proposal or an interim proposal to a general meeting of shareholders; (IV) a request to nominate the directors and supervisors who are not staff representatives of the Bank; (V) identifying controlling shareholder(s) according to the relevant provisions of these Articles; (VI) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Articles; (VII) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; (VIII) other circumstances provided under laws, administrative regulations, departmental regulations and these Articles.	Article 63 Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the following circumstances: (I) a request to convene an extraordinary **shareholders'** general meeting ~~of shareholders~~; (II) a request to convene and preside over a **shareholders'** general meeting ~~of shareholders~~; (III) a request to submit a proposal or an interim proposal to a **shareholders'** general meeting ~~of shareholders~~; (IV) a request to nominate the directors ~~and supervisors~~ who are not staff representatives of the Bank; (V) identifying controlling shareholder(s) according to the relevant provisions of these Articles; (VI) identifying person(s) restricted from serving as independent directors of the Bank according to the related provisions of these Articles; (VII) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding 5% or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations; (VIII) other circumstances provided under laws, administrative regulations, departmental regulations and these Articles.

No.	Original Articles of the Rules of Procedures of the Shareholders' General Meeting	Amended Articles of the Rules of Procedures of the Shareholders' General Meeting
56.	Article 64 Where the Bank repurchases its ordinary shares by public issuance of preference shares and repurchases its ordinary shares from specific shareholders of the Bank by consideration of non-public issuance of preference shares for the purpose of reducing its registered capital, the resolution regarding the repurchase of ordinary shares at a shareholders' general meeting shall be passed by more than two-thirds of the voting rights of the ordinary shareholders present at the shareholders' general meeting (including preference shareholders with restored voting rights).	Article 64 Where the Bank repurchases its ordinary shares by public issuance of preference shares and repurchases its ordinary shares from specific shareholders of the Bank by consideration of non-public issuance of preference shares for the purpose of reducing its registered capital, the resolution regarding the repurchase of ordinary shares at a shareholders' general meeting shall be passed by more than two-thirds of the voting rights of the ordinary shareholders present at the shareholders' general meeting (including preference shareholders with restored voting rights).
57.	Article 65 The Rules shall become effective from the date of approval by way of ordinary resolutions at the shareholders' general meeting of the Bank. Any amendments and cancellation of these Rules shall become effective upon approval by ordinary resolution of the shareholders' general meeting.	Article 65 The Rules shall become effective from the date of approval by way of ordinary resolutions at the shareholders' general meeting of the Bank. Any amendments and cancellation of these Rules shall become effective upon approval by ordinary resolution of the shareholders' general meeting.

The Rules of Procedures of the Board's Meeting (Comparative Table of the Amendments)

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
1.	Article 1 In order to clarify the mode of discussion of the Board of Directors of Zhongyuan Bank Co., Ltd. (the "Bank"), regulate the procedures of discussion, and ensure the implementation of the resolutions of a shareholders' general meeting, the efficiency and scientific decision-making of the Board of Directors, the Rules of Procedures (the "Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Commercial Banking Law of the People's Republic of China (the "Commercial Banking Law"), the Corporate Governance Guidelines for Banking and Insurance Institutions, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws and regulations, rules, normative documents and Articles of Association of Zhongyuan Bank Co., Ltd. (the "Articles").	Article 1 In order to clarify the mode of discussion of the Board of Directors of Zhongyuan Bank Co., Ltd. (the "Bank"), regulate the procedures of discussion, and ensure the implementation of the resolutions of a shareholders' general meeting, the efficiency and scientific decision-making of the Board of Directors, the Rules of Procedures (the "Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Commercial Banking Law of the People's Republic of China (the "Commercial Banking Law"), the Corporate Governance Guidelines for Banking and Insurance Institutions, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant laws and regulations, rules, normative documents and Articles of Association of Zhongyuan Bank Co., Ltd. (the "Articles").

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
2.	Article 12 The supervisors and the president of the Bank can attend the Board meetings. When the Board of Directors convenes a Board meeting, it shall notice the Board of Supervisors to send members to attend. Other non-voting delegates shall be assigned by the chairman of the Board or chairman of the meeting and announced before convening the meeting. No other persons are allowed to attend the Board meetings without prior consent from the chairman of the Board or chairman of the meeting.	Article 12 ~~The supervisors and t~~**T**he president of the Bank can attend the Board meetings. ~~When the Board of Directors convenes a Board meeting, it shall notice the Board of Supervisors to send members to attend. Other n~~**N**on-voting delegates shall be assigned by the chairman of the Board or chairman of the meeting and announced before convening the meeting. No other persons are allowed to attend the Board meetings without prior consent from the chairman of the Board or chairman of the meeting.

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
3.	Article 18 A director shall abstain from voting under the following circumstances: (1) if so required by relevant regulations; (2) if that director considers that he/she shall abstain from voting; (3) if so required by the Articles under the circumstances that Directors or any of their close associates (as defined under the Hong Kong Listing Rules) have related party relationship with the enterprise or individual which is involved in the resolution to be discussed at the Board meetings, or have material interests in the contract, arrangement or any other matters proposed to be discussed. Under such circumstances, such directors shall not exercise their voting rights on such proposals, nor can they exercise any voting rights on behalf of other directors. If any director is required to abstain from voting on a proposal, the Board meeting shall only be held if more than half of the directors who do not have any related party relationship and any material interests are present. Resolutions of the Board meeting shall be passed by more than half of the directors without any related party relationship and material interests in the matter to be resolved. Where less than three directors without any related party relationship and material interests in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval. Where otherwise provided by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles, such other provisions shall prevail.	Article 18 A director shall abstain from voting under the following circumstances: (1) if so required by relevant regulations; (2) if that director considers that he/she shall abstain from voting; (3) if so required by the Articles under the circumstances that Directors or any of their close associates (as defined under the Hong Kong Listing Rules) have related party relationship with the enterprise or individual which is involved in the resolution to be discussed at the Board meetings, or have material interests in the contract, arrangement or any other matters proposed to be discussed. Under such circumstances, such directors shall not exercise their voting rights on such proposals, nor can they exercise any voting rights on behalf of other directors. If any director is required to abstain from voting on a proposal, the Board meeting shall only be held if more than half of the directors who do not have any related party relationship and any material interests are present. Resolutions of the Board meeting shall be passed by more than half of the directors without any related party relationship and material interests in the matter to be resolved. Where less than three directors without any related party relationship and material interests in the matter are present at the Board meeting, such proposals shall be submitted to the shareholders' general meeting for approval. Where otherwise provided by the laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles, such other provisions shall prevail.

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
4.	Article 23 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances: (I) It is deemed necessary by the chairman; (II) It is proposed by more than one-third of the directors; (III) It is proposed by the Board of Supervisors; (IV) It is proposed by more than two independent directors; (V) It is proposed by the shareholders representing more than one-tenth of voting rights; (VI) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles.	Article 23 The chairman shall convene an interim Board meeting within ten (10) days under the following circumstances: (I) It is deemed necessary by the chairman; (II) It is proposed by more than one-third of the directors; (III) It is proposed by the ~~Board of Supervisors~~**Audit Committee of the Board of Directors**; (IV) It is proposed by more than two independent directors; (V) It is proposed by the shareholders representing more than one-tenth of voting rights; (VI) Other circumstances as stipulated by the laws, administrative regulations, departmental rules or the Articles.
5.	Article 24 Upon the occurrence of the circumstances provided in Article 23 of the Rules, the chairman shall perform his duties to convene and preside over an interim Board meeting, if the chairman is unable or fails to do his duties to convene and preside over an interim Board meeting, the vice chairman shall convene and host the meeting of the Board of Directors; if the vice chairman is unable or fails to do so, a director shall be recommended by more than half of the directors jointly to exercise such duties and powers on his behalf.	Article 24 Upon the occurrence of the circumstances provided in Article 23 of the Rules, the chairman shall perform his duties to convene and preside over an interim Board meeting, if the chairman is unable or fails to do his duties to convene and preside over an interim Board meeting, the vice chairman shall convene and host the meeting of the Board of Directors; if the vice chairman is unable or fails to do so, a director shall be recommended by more than half of the directors jointly to exercise such duties and powers on his behalf.

No.	Original Articles of the Rules of Procedures of the Board's Meeting	Amended Articles of the Rules of Procedures of the Board's Meeting
6.	Article 26 Regular meeting of the Board shall be convened upon written notices sent to all directors and supervisors fourteen (14) days prior to the date of the meeting by the office of the Board through direct delivery, fax, e-mail or other means; the meeting documents shall be sent to all directors and supervisors ten (10) days before the meeting.	Article 26 Regular meeting of the Board shall be convened upon written notices sent to all directors~~ and supervisors~~ fourteen (14) days prior to the date of the meeting by the office of the Board through direct delivery, fax, e-mail or other means; the meeting documents shall be sent to all directors~~ and supervisors~~ ten (10) days before the meeting.
7.	Article 27 The notice of an interim Board meeting shall be served on all directors and supervisors in writing three (3) days before the meeting.	Article 27 The notice of an interim Board meeting shall be served on all directors~~ and supervisors~~ in writing three (3) days before the meeting.
8.	Article 33 The Rules shall become effective after approval by way of ordinary resolution at the shareholders' general meeting of the Bank. Any amendments and cancellation of these Rules shall become effective subject to approval by ordinary resolution of the shareholders' general meeting.	Article 33 The Rules shall become effective after approval by way of ordinary resolution at the shareholders' general meeting of the Bank. Any amendments and cancellation of these Rules shall become effective subject to approval by ordinary resolution of the shareholders' general meeting.

中原銀行股份有限公司*
ZHONGYUAN BANK CO., LTD.*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1216)

NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting (the "**2025 Second EGM**") of Zhongyuan Bank Co., Ltd. (the "**Bank**") will be physically held at 3:00 p.m. on November 10, 2025 (Monday) at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC to consider and approve, if thought fit, the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on the amendments to the Articles of Association of Zhongyuan Bank Co., Ltd.;

2. To consider and approve the resolutions on the implementation plans for the acquisition of Puyang Zhongyuan County Bank, Mengjin Minfeng County Bank and Luanchuan Minfeng County Bank and establishment of branches:

    (a) To consider and approve the resolution on the implementation plan for the acquisition of Puyang Zhongyuan County Bank and establishment of a branch;

    (b) To consider and approve the resolution on the implementation plan for the acquisition of Mengjin Minfeng County Bank and establishment of a branch;

    (c) To consider and approve the resolution on the implementation plan for the acquisition of Luanchuan Minfeng County Bank and establishment of a branch;

3. To consider and approve the resolution on authorizing the chairman of the Bank to handle matters related to the acquisition and merger by absorption;

ORDINARY RESOLUTIONS

4. To consider and approve the resolution on the appointment of executive director of the third session of the Board of Directors;

5. To consider and approve the resolution on dissolution of the Board of Supervisors of the Bank and abolition of the corporate governance system related to the Board of Supervisors;

6. To consider and approve the resolution on amendments to the Rules of Procedures of the Shareholders' General Meeting of Zhongyuan Bank Co., Ltd.; and

7. To consider and approve the resolution on amendments to the Rules of Procedures of the Board's Meeting of Zhongyuan Bank Co., Ltd.

On behalf of the Board
Zhongyuan Bank Co., Ltd.*
GUO Hao
Chairman

Zhengzhou, the PRC
October 20, 2025

As at the date of this notice, the Board of the Bank comprises Mr. GUO Hao as executive Director; Mr. FENG Ruofan and Ms. ZHANG Shu as non-executive Directors; and Mr. XU Yiguo, Ms. ZHAO Zijian, Mr. WANG Maobin, Mr. PAN Xinmin and Mr. GAO Pingyang as independent non-executive Directors.

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

Notes:

1. Pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), all resolutions proposed at the 2025 Second EGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman of the 2025 Second EGM decides to permit the vote by a show of hands). The voting results will be published on both the websites of the Stock Exchange (www.hkexnews.hk) and the Bank (www.zybank.com.cn) in accordance with the Listing Rules.

2. **CLOSURE OF THE REGISTER OF MEMBERS**

The Bank's register of members will be closed from November 5, 2025 (Wednesday) to November 10, 2025 (Monday), both days inclusive, during which period no transfer of the shares of the Bank (the "**Shares**") will be effected. The shareholders of the Bank (the "**Shareholders**") whose names appear in the Bank's register of members on November 5, 2025 (Wednesday) shall be entitled to attend and vote at the 2025 Second EGM.

For a Shareholder to be eligible for attending and voting at the 2025 Second EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the board of directors of the Bank (the "**Board**") at Zhongyuan Bank Building, No. 9 Waihuan Road, Financial Island, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 4:30 p.m. on November 4, 2025 (Tuesday) for registration.

3. **PROXY**

Any Shareholder entitled to attend and vote at the 2025 Second 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 or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the 2025 Second EGM.

The proxy concerned must be appointed with a form of proxy. The form of proxy concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the form of proxy shall be affixed with the common seal of the legal person or signed by its director or a representative duly authorized in writing. If the form of proxy appointing a 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 form of proxy. To be valid, the form of proxy, 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 at Zhongke Golden Tower, No. 23 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC (for the Domestic Shareholders) not later than 24 hours before the scheduled time for the holding of the 2025 Second EGM or any adjournment thereof (as the case may be).

After the completion and return of the form of proxy, you can attend and vote in person at the 2025 Second EGM or any adjournment thereof should you so wish. In this case, the form of proxy will be deemed to have been revoked.

In case of registered joint holders of any Shares, one of the registered joint holders can vote on such Shares at the 2025 Second EGM in person or by proxy as the only holder entitled to vote. If one or more registered joint holders attend the 2025 Second EGM in person or by proxy, the vote of the person (in person or by proxy) whose name appears first in the Bank's register of members will be accepted as the sole and exclusive vote of the joint holders.

4. **MISCELLANEOUS**

The Shareholders or their proxies shall present their identity documents when attending the 2025 Second EGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a corporate 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 2025 Second EGM (or any adjournment thereof).

The 2025 Second EGM is expected to last for no more than half a business day. Shareholders and their representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.

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:

Zhongyuan Bank Building
No. 9 Waihuan Road, Financial Island
Zhengdong New District
Zhengzhou
Henan Province
the PRC
Tel: (86) 0371-8551 7892/8551 7893
Fax: (86) 0371-8551 9888

The details about the aforesaid resolutions proposed for consideration and approval at the 2025 Second EGM were set out in the circular of the Bank dated October 20, 2025.