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Postal Savings Bank of China Co., Ltd.
中國郵政儲蓄銀行股份有限公司

(A joint stock limited liability company incorporated in the People’s Republic of China)
(Stock code: 1658)

**ANNOUNCEMENT IN RELATION TO THE APPROVAL FROM
CBRC CONCERNING THE NON-PUBLIC ISSUANCE OF
OFFSHORE PREFERENCE SHARES AND AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Reference is made to the circular of Postal Savings Bank of China Co., Ltd. (the “**Bank**”) dated April 24, 2017 (the “**Circular**”) and the announcement of the Bank dated June 8, 2017. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

At the AGM, the 2017 First Domestic Shareholders’ Class Meeting and the 2017 First H Shareholders’ Class Meeting of the Bank held on June 8, 2017, the resolutions in relation to the proposed non-public issuance of Offshore Preference Shares were considered and approved respectively. Meanwhile, at the AGM, the resolution in relation to the proposed amendments to the Articles of Association was also considered and approved.

The Bank has recently received the “Approval from CBRC concerning the Issuance of Offshore Preference Shares and Amendments to the Articles of Association by Postal Savings Bank of China” (Yin Jian Fu [2017] No.230) issued by the CBRC on August 2, 2017, pursuant to which, the CBRC approved the Bank’s non-public issuance of not more than 500 million Offshore Preference Shares (inclusive) to raise total proceeds not exceeding RMB50 billion or its equivalent (inclusive) which will be treated as Additional Tier 1 Capital of the Bank in accordance with relevant regulatory requirements. Approval was also granted to the amended Articles of Association of the Bank.

A comparative table of the amendments to the Articles of Association is attached to this announcement for reference and the full text of the amended Articles of Association is available on the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.psbc.com), respectively.

The Bank will proceed with the remaining application procedures with the relevant regulatory authorities and fulfill its information disclosure obligations, in accordance with relevant laws and regulations.

Appendix: Comparative Table of the Amendments to the Articles of Association

By order of the Board of Directors
Postal Savings Bank of China Co., Ltd.
Du Chunye
Joint Company Secretary

Beijing, PRC
August 4, 2017

As at the date of this announcement, the Board comprises Mr. Li Guohua as Chairman and non-executive Director; Mr. Lyu Jiajin, Mr. Zhang Xuewen and Ms. Yao Hong as executive Directors; Mr. Han Wenbo, Mr. Tang Jian, Mr. Liu Yaogong and Mr. Chin Hung I David as non-executive Directors; Mr. Ma Weihua, Ms. Bi Zhonghua, Mr. Fu Tingmei and Mr. Gan Peizhong as independent non-executive Directors.

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

APPENDIX

COMPARATIVE TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Previous Articles	Amended Articles
1.	<p>Article 8 All capital of the Bank shall be divided into shares with equal par value per share. The shareholders' liability shall be limited to the extent of their respective shareholdings in the Bank, and the Bank shall assume liability for all the liabilities of the Bank of the extent of all its assets.</p>	<p>Article 8 All capital of the Bank shall be divided into shares with equal par value per share. The shareholders' liability shall be limited to the extent of their respective shareholdings in the Bank, and the Bank shall assume liability for all the liabilities of the Bank of the extent of all its assets.</p>
2.	<p>Article 16 The Bank shall have ordinary shares. Based on actual needs, the Bank may have preference shares or other classes of shares upon approval by the approval authorities authorized by the State Council.</p> <p>The Bank shall issue shares in accordance with the principles of equality and fairness, and each share of the same class shall rank pari passu in all respects.</p> <p>Each share of the same class shall be issued under the same conditions and at the same price in each issuance. The same price shall be paid for each share subscribed for by any entity or individual.</p>	<p>Article 16 The Bank shall have ordinary shares. Based on actual needs, the Bank may have preference shares or other classes of shares upon approval by the approval authorities authorized by the State Council.</p> <p><u>Preference shares in the Articles refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference share shareholders shall participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted.</u></p>

No.	Previous Articles	Amended Articles
		<p><u>Unless otherwise specified, references to share(s) and share certificate(s) in Chapters 3 to 19 and Chapter 21 of the Articles shall refer to ordinary share(s) and ordinary share certificate(s) and references to shareholders in Chapter 3 to Chapter 19 and Chapter 21 of the Articles shall refer to ordinary shareholders.</u></p> <p>The Bank shall issue shares in accordance with the principles of equality and fairness, and each share of the same class shall rank pari passu in all respects.</p> <p>Each share of the same class shall be issued under the same conditions and at the same price in each issuance. The same price shall be paid for each share subscribed for by any entity or individual.</p>
3.	<p>Article 21 Paragraph 2 The shareholding structure of the Bank after the initial public offering and listing of the Bank’s shares is as follows: 81,030,574,000 ordinary shares, of which 55,847,933,782 shares in total are held by its promoter, China Post Group Corporation, and 5,326,473,218 shares in aggregate are held by other holders of domestic shares, hence a total of 61,174,407,000 shares are held by holders of domestic shares, representing 75.50% of the total number of ordinary shares that the Bank may issue; 19,856,167,000 shares are overseas-listed shares, representing 24.50% of the total number of ordinary shares that the Bank may issue.</p>	<p>Article 21 Paragraph 2 The shareholding structure <u>of the ordinary shares</u> of the Bank after the initial public offering and listing of the Bank’s shares is as follows: 81,030,574,000 ordinary shares, of which 55,847,933,782 shares in total are held by its promoter, China Post Group Corporation, and 5,326,473,218 shares in aggregate are held by other holders of domestic shares, hence a total of 61,174,407,000 shares are held by holders of domestic shares, representing 75.50% of the total number of ordinary shares that the Bank may issue; 19,856,167,000 shares are overseas-listed shares, representing 24.50% of the total number of ordinary shares that the Bank may issue.</p>
4.	<p>Article 31 Paragraph 2 To transfer the overseas-listed shares listed in Hong Kong, the transferor shall register with the Hong Kong share registrar appointed by the Bank.</p>	<p>Article 31 Paragraph 2 To transfer the overseas-listed shares listed in Hong Kong <u>(for ordinary shares only)</u>, the transferor shall register with the Hong Kong share registrar appointed by the Bank.</p>

No.	Previous Articles	Amended Articles
5.	<p>Article 42 Paragraph 1 The Bank may deposit its register of shareholders of the overseas-listed shares abroad and entrust an overseas agency to manage it in accordance with the memorandum of understanding or agreements reached between the securities regulatory authorities under the State Council and the overseas securities regulatory authorities. The original register of shareholders of the overseas-listed shares listed in Hong Kong shall be maintained in Hong Kong.</p>	<p>Article 42 Paragraph 1 The Bank may deposit its register of shareholders of the overseas-listed shares abroad and entrust an overseas agency to manage it in accordance with the memorandum of understanding or agreements reached between the securities regulatory authorities under the State Council and the overseas securities regulatory authorities. The original register of shareholders of the overseas-listed shares listed in Hong Kong (<u>for ordinary shares only</u>) shall be maintained in Hong Kong.</p>
6.	<p>Article 43 The Bank shall maintain a complete register of shareholders. The register of shareholders shall include the following parts:</p> <p>(1) the register of shareholders, other than those as provided for under items (2) and (3) of this Article, shall be kept at the Bank’s domicile;</p> <p>(2) the register of shareholders of the overseas-listed shares of the Bank kept at the place(s) of the overseas stock exchange(s) on which the shares are listed;</p> <p>(3) the register of shareholders kept at such other places as the Board may deem necessary for the purpose of listing the shares of the Bank.</p>	<p>Article 43 The Bank shall maintain a complete register of shareholders. The register of shareholders shall include the following parts:</p> <p>(1) the register of shareholders, other than those as provided for under items (2) and, (3) <u>and</u> (4) of the Articles, shall be kept at the Bank’s domicile;</p> <p>(2) the register of shareholders of the overseas-listed shares of the Bank (<u>for ordinary shares only</u>) kept at the place(s) of the overseas stock exchange(s) on which the shares are listed;</p> <p>(3) <u>the register of preference share shareholders maintained in other places as the Board may consider necessary for the purpose of the listing of the Bank’s preference shares.</u></p> <p>(4) the register of shareholders kept at such other places as the Board may deem necessary for the purpose of listing the shares of the Bank.</p>

No.	Previous Articles	Amended Articles
7.	<p>Article 65 Paragraph 1 The shareholders' general meeting is the authoritative body of the Bank and has the following duties and powers in accordance with the laws:</p> <p>.....</p> <p>(19)to consider other issues that shall be decided by the shareholders' general meeting as required by the laws, administrative regulations, departmental rules, relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed as well as the Articles.</p>	<p>Article 65 Paragraph 1 The shareholders' general meeting is the authoritative body of the Bank and has the following duties and powers in accordance with the laws:</p> <p>.....</p> <p>(19)<u>to determine the issuance of preference shares; to determine or authorize the Board to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;</u></p> <p>(20)to consider other issues that shall be decided by the shareholders' general meeting as required by the laws, administrative regulations, departmental rules, relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed as well as the Articles.</p>
8.	<p>Article 73 The secretary to the Board shall be responsible for minutes of the shareholders' general meeting of the Bank. The minutes shall contain the following items:</p> <p>.....</p> <p>(3) number of shareholders or their proxies present at the meeting, the total number of voting shares held by them and its proportion relative to the total shares of the Bank;</p> <p>.....</p>	<p>Article 73 The secretary to the Board shall be responsible for minutes of the shareholders' general meeting of the Bank. The minutes shall contain the following items:</p> <p>.....</p> <p>(3) number of shareholders or their proxies present at the meeting, the total number of voting shares held by them and its proportion relative to the total <u>voting</u> shares of the Bank;</p> <p>.....</p>

No.	Previous Articles	Amended Articles
9.	<p>Article 85 When the Bank is to convene a shareholders' general meeting, it shall issue a written notice to all Shareholders, forty-five (45) days prior to the date of the meeting. Shareholders who intend to attend the shareholders' general meeting shall provide a written reply of attendance to the Bank twenty (20) days before the meeting is convened.</p>	<p>Article 85 When the Bank is to convene a shareholders' general meeting, it shall issue a written notice to all <u>the shareholders who are entitled to attend the shareholders' general meeting</u>, forty-five (45) days prior to the date of the meeting. Shareholders who intend to attend the shareholders' general meeting shall provide a written reply of attendance to the Bank twenty (20) days before the meeting is convened.</p>
10.	<p>Article 86 Paragraph 1 The Bank shall calculate the proportion of voting shares held by shareholders who intend to attend the meeting based on the written replies received twenty (20) days before the shareholders' general meeting convened by the Bank. Where the proportion of voting shares held by shareholders who intend to attend the meeting fails to reach half or more of the total voting shares of the Bank, the Bank shall inform the shareholders within five (5) days via an announcement stipulating the matters to be considered, the venue, date and time of the meeting. The Bank may then proceed to convene the shareholders' general meeting once such announcement is made.</p>	<p>Article 86 Paragraph 1 The Bank shall calculate the proportion of voting shares held by shareholders who intend to attend the meeting based on the written replies received twenty (20) days before the shareholders' general meeting convened by the Bank. Where the proportion of voting shares held by shareholders who intend to attend the meeting fails to reach half or more of the total voting shares of the Bank, the Bank shall inform the shareholders <u>who are entitled to attend the shareholders' general meeting</u> within five (5) days via an announcement stipulating the matters to be considered, the venue, date and time of the meeting. The Bank may then proceed to convene the shareholders' general meeting once such announcement is made.</p>

No.	Previous Articles	Amended Articles
11.	<p>Article 89 Unless otherwise required by relevant laws, administrative regulations, relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed and the Articles, notice of shareholders' general meeting shall be served to shareholders (whether or not entitled to vote at the shareholders' general meeting) by personal delivery or prepaid mail to their addresses. The address of the recipient shall be the address registered in the register of shareholders. For holders of domestic shares, notice of shareholders' general meeting may be issued in the form of an announcement.</p> <p>.....</p> <p>For holders of overseas-listed shares, subject to the compliance with laws, administrative regulations, normative documents and relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed, the notice of a shareholders' general meeting may be published on the websites of the Bank and the Hong Kong Stock Exchange instead of delivery by hand or by prepaid mail to the holders of overseas-listed shares.</p> <p>.....</p>	<p>Article 89 Unless otherwise required by relevant laws, administrative regulations, relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed and the Articles, notice of shareholders' general meeting shall be served to <u>the shareholders who are entitled to attend the shareholders' general meeting</u> (whether or not entitled to vote at the shareholders' general meeting) by personal delivery or prepaid mail to their addresses. The address of the recipient shall be the address registered in the register of shareholders. For holders of domestic shares, notice of shareholders' general meeting may be issued in the form of an announcement.</p> <p>.....</p> <p>For holders of overseas-listed shares, subject to the compliance with laws, administrative regulations, normative documents and relevant requirements of the securities regulatory authorities of the place where the shares of the Bank are listed, the notice of a shareholders' general meeting may be published on the websites of the Bank and the Hong Kong Stock Exchange instead of delivery by hand or by prepaid mail to the holders of overseas-listed shares <u>who are entitled to attend the shareholders' general meeting</u>.</p> <p>.....</p>

No.	Previous Articles	Amended Articles
12.	<p>Article 123 Paragraph 2 For the purpose of the preceding paragraph, interested shareholder(s) shall have the following meaning:</p> <p>(1) if the Bank has made a share repurchase offer to all shareholders on a pro rata basis or by means of public trading at a stock exchange in accordance with Article 27 of the Articles, “interested shareholders” shall refer to the controlling shareholder(s) as defined in Article 301 of the Articles;</p> <p>.....</p>	<p>Article 123 Paragraph 2 For the purpose of the preceding paragraph, interested shareholder(s) shall have the following meaning:</p> <p>(1) if the Bank has made a share repurchase offer to all shareholders on a pro rata basis or by means of public trading at a stock exchange in accordance with Article 27 of the Articles, “interested shareholders” shall refer to the controlling shareholder(s) as defined in Article 301<u>311</u> of the Articles;</p> <p>.....</p>
13.	<p>Article 142 Independent directors shall express objective, impartial and independent opinions on the matters discussed at the shareholders’ general meeting or Board meeting of the Bank, and shall in particular, express their opinions at the shareholders’ general meeting or Board meeting on the following matters:</p> <p>(1) major related party transactions;</p> <p>(2) profit distribution plans;</p> <p>(3) appointment and dismissal of members of the senior management;</p> <p>(4) matters that may impair the lawful interests of the depositors, small and medium shareholders and other persons who have interests in the Bank;</p> <p>(5) matters that may cause material loss to the Bank;</p> <p>(6) appointment of external auditors;</p> <p>(7) other matters stipulated by the laws, administrative regulations, departmental rules and the Articles.</p>	<p>Article 142 Independent directors shall express objective, impartial and independent opinions on the matters discussed at the shareholders’ general meeting or Board meeting of the Bank, and shall in particular, express their opinions at the shareholders’ general meeting or Board meeting on the following matters:</p> <p>(1) major related party transactions;</p> <p>(2) profit distribution plans;</p> <p>(3) appointment and dismissal of members of the senior management;</p> <p>(4) matters that may impair the lawful interests of the depositors, small and medium shareholders and other persons who have interests in the Bank;</p> <p>(5) matters that may cause material loss to the Bank;</p> <p>(6) appointment of external auditors;</p> <p>(7) <u>provision of independent opinion on the effect of the issuance of preference shares on the rights and interests of each class of shareholders;</u></p> <p>(7) other matters stipulated by the laws, administrative regulations, departmental rules and the Articles.</p>

No.	Previous Articles	Amended Articles
14.	<p>Article 257 The after-tax profits of the Bank for the year shall be distributed in the following order:</p> <ol style="list-style-type: none"> (1) to make up for the losses of the previous year; (2) to allocate 10% to the statutory reserve fund; (3) to allocate to the general reserve; (4) to allocate to the discretionary reserve fund; (5) to distribute profits in proportion to shareholders' shareholdings. <p>Where the accumulated amount of the statutory reserve fund of the Bank amounts to 50% or more of the registered capital of the Bank, allocation is no longer necessary. After allocation to the statutory reserve fund and general reserve, whether allocation shall be made to the discretionary reserve fund shall be determined by the shareholders' general meeting. The Bank shall not distribute its profits to shareholders before making up losses and making allocations to the statutory reserve fund and general reserve.</p> <p>Where the shareholders' general meeting distributes its profits to the shareholders in breach of provisions of the preceding paragraph, the shareholders must refund to the Bank the profits distributed in violation of the provisions.</p> <p>The Bank's shares held by the Bank shall not participate in profit distribution.</p>	<p>Article 257 The after-tax profits of the Bank for the year shall be distributed in the following order:</p> <ol style="list-style-type: none"> (1) to make up for the losses of the previous year; (2) to allocate 10% to the statutory reserve fund; (3) to allocate to the general reserve; (4) to allocate to the discretionary reserve fund; (5) to distribute profits in proportion to shareholders' shareholdings. <p>Where the accumulated amount of the statutory reserve fund of the Bank amounts to 50% or more of the registered capital of the Bank, allocation is no longer necessary. After allocation to the statutory reserve fund and general reserve, whether allocation shall be made to the discretionary reserve fund shall be determined by the shareholders' general meeting. The Bank shall not distribute its profits to shareholders before making up losses and making allocations to the statutory reserve fund and general reserve.</p> <p>Where the shareholders' general meeting distributes its profits to the shareholders in breach of provisions of the preceding paragraph, the shareholders must refund to the Bank the profits distributed in violation of the provisions.</p> <p>The Bank's shares held by the Bank shall not participate in profit distribution.</p> <p><u>The payment of dividends on preference shares shall be proceeded in accordance with laws, administrative regulations, departmental rules, relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed and where the preference shares are issued or listed, and the Articles.</u></p>

No.	Previous Articles	Amended Articles
15.	<p>Article 294 After the liquidation team has sorted out the property of the Bank and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation scheme and report it to the shareholders' general meeting, the People's court or the relevant competent authorities for confirmation.</p> <p>The Bank's assets for repayment of the Bank's debts shall be distributed in the following order:</p> <ol style="list-style-type: none"> (1) to pay the liquidation costs; (2) to pay the wages of the Bank's employees, social insurance fees and statutory compensation; (3) to pay the principal and interests of personal savings deposits; (4) to pay all outstanding taxes; (5) to settle other debts of the Bank. <p>The Bank's assets shall not be distributed to the shareholders before they are used for settlement in accordance with the foregoing provisions. The remaining assets of the Bank subsequent to the settlement of its debts in accordance with the foregoing provisions shall be distributed to the shareholders in accordance with the proportion of shares each shareholder holds. During liquidation, the Bank shall not commence any operating activity which does not relate to the liquidation.</p>	<p>Article 294 After the liquidation team has sorted out the property of the Bank and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation scheme and report it to the shareholders' general meeting, the People's court or the relevant competent authorities for confirmation.</p> <p>The Bank's assets for repayment of the Bank's debts shall be distributed in the following order:</p> <ol style="list-style-type: none"> (1) to pay the liquidation costs; (2) to pay the wages of the Bank's employees, social insurance fees and statutory compensation; (3) to pay the principal and interests of personal savings deposits; (4) to pay all outstanding taxes; (5) to settle other debts of the Bank. <p>The Bank's assets shall not be distributed to the shareholders before they are used for settlement in accordance with the foregoing provisions. The remaining assets of the Bank subsequent to the settlement of its debts in accordance with the foregoing provisions shall be distributed to the shareholders in accordance with the <u>class and</u> proportion of shares each shareholder holds. During liquidation, the Bank shall not commence any operating activity which does not relate to the liquidation.</p>

No.	Previous Articles	Amended Articles
	CHAPTER XX SUPPLEMENTAL PROVISIONS	CHAPTER XX SUPPLEMENTAL <u>SPECIAL PROVISIONS ON PREFERENCE SHARES</u>
16.		<u>Article 301 Unless otherwise specified in laws, administrative regulations, departmental rules, regulations of the securities regulatory authorities in the place where the shares of the Bank are listed and this Chapter, the rights and obligations of preference share shareholders and management of preference shares shall be governed by the provisions relating to ordinary shares in the Articles.</u>
17.		<u>Article 302 The number of preference shares issued by the Bank shall not exceed 50% of the total number of ordinary shares of the Bank, and the capital raised from the issuance of preference shares shall not exceed 50% of the net assets value of the Bank preceding the relevant issuance (excluding the preference shares that have been redeemed or converted).</u>
18.		<u>Article 303 In accordance with relevant rules on regulatory capital for commercial banks, the Bank formulates terms governing the mandatory conversion of preference shares into ordinary shares, namely, upon the occurrence of certain trigger events, the Bank shall convert the preference shares into ordinary shares in accordance with the conversion price and conversion amount as determined at the time of issuance of the preference shares. In the circumstances where the preference shares are mandatorily converted into ordinary shares, the Bank shall report to the China Banking Regulatory Commission for examination and approval.</u>

No.	Previous Articles	Amended Articles
19.		<p><u>Article 304 The preference shares issued by the Bank shall not have any put option. Subject to the approval of the China Banking Regulatory Commission and upon compliance with relevant requirements, the Bank shall have the right to redeem all or part of the preference shares after the fifth year following the completion date of the relevant issuance of the preference shares. The redemption period of the preference shares commences on such date as agreed upon at the time of issuance of the preference shares and ends on the date of redemption or conversion of all the preference shares. The total number of outstanding preference shares shall be written down accordingly upon redemption of preference shares.</u></p> <p><u>The exercise by the Bank of its right to redeem the preference shares shall be subject to the fulfilment of the following conditions:</u></p> <p><u>(1) the Bank shall use capital instruments of equivalent or superior quality to replace the preference shares to be redeemed and such replacement shall only be made at a time at which the Bank has a sustainable income generating capability; or</u></p> <p><u>(2) the capital position of the Bank immediately after redemption of the preference shares will remain significantly higher than the regulatory capital requirements prescribed by the China Banking Regulatory Commission.</u></p> <p><u>The redemption price of the preference shares shall be the amount of issue price plus the amount of dividend declared but unpaid for the current period.</u></p>

No.	Previous Articles	Amended Articles
20.		<p>Article 305 <u>Preference share shareholders of the Bank shall be entitled to the following rights:</u></p> <p>(1) <u>to receive distribution of dividends in priority to ordinary shareholders;</u></p> <p>(2) <u>to receive distribution of residual assets of the Bank on liquidation in priority to ordinary shareholders;</u></p> <p>(3) <u>upon the occurrence of the circumstances provided in Article 307, to attend and vote at shareholders' general meetings;</u></p> <p>(4) <u>upon the occurrence of the circumstances provided in Article 308, to have its voting rights restored in accordance with the requirements of that article;</u></p> <p>(5) <u>to make proposals or inquiries in relation to the business operations and activities of the Bank;</u></p> <p>(6) <u>to inspect the Articles, register of members, record of bondholders, minutes of shareholders' general meetings, resolutions of meetings of the Board, resolutions of meetings of the board of supervisors and financial reports; and</u></p> <p>(7) <u>other rights conferred to preference share shareholders by laws, administrative regulations, departmental rules and the Articles.</u></p>

No.	Previous Articles	Amended Articles
21.		<p>Article 306 <u>Only votes of ordinary shares and votes of preference shares with voting rights restored shall be counted when the following event occurs in computation of shareholdings:</u></p> <p>(1) <u>requesting to convene an extraordinary general meeting;</u></p> <p>(2) <u>convening and presiding over a shareholders' general meeting;</u></p> <p>(3) <u>tabling proposals or interim proposals to the shareholders' general meeting;</u></p> <p>(4) <u>nomination of directors and the supervisors who are not the employees representatives of the Bank;</u></p> <p>(5) <u>identifying controlling shareholder(s) in accordance with relevant articles of the Articles;</u></p> <p>(6) <u>identifying person(s) who are restricted from serving as independent directors of the Bank in accordance with relevant articles of the Articles;</u></p> <p>(7) <u>identifying the top ten largest shareholders of the Bank and their numbers of shares held and the shareholder(s) holding 5% or more of the shares of the Bank, in accordance with relevant provisions including the Securities Law of the People's Republic of China; and</u></p> <p>(8) <u>any other circumstances stipulated by laws, administrative regulations, departmental rules and the Articles.</u></p>

No.	Previous Articles	Amended Articles
22.		<p data-bbox="868 143 1511 421"><u>Article 307</u> The preference share shareholders are not entitled to attend any shareholders' general meeting of the Bank nor do the preference shares carry any voting rights in any shareholders' general meeting other than in the following circumstances:</p> <ol data-bbox="868 465 1511 1142" style="list-style-type: none"> <li data-bbox="868 465 1511 582">(1) <u>amendment to the contents of the Articles that relate to preference shares;</u> <li data-bbox="868 622 1511 739">(2) <u>reduction of the registered capital of the Bank by more than 10% either on single or aggregate basis;</u> <li data-bbox="868 779 1511 860">(3) <u>merger, division, dissolution or change of corporate form of the Bank;</u> <li data-bbox="868 900 1511 981">(4) <u>issuance of preference shares by the Bank; and</u> <li data-bbox="868 1021 1511 1142">(5) <u>any other circumstances stipulated by laws, administrative regulations, departmental rules and the Articles.</u> <p data-bbox="868 1182 1511 1657">Upon the occurrence of any of the above circumstances, the Bank shall notify preference share shareholders of the shareholders' general meeting following the notice procedures to ordinary shareholders as provided under the Articles. The preference share shareholders are entitled to vote as a separate class with respect to the above matters and each preference share shall have one vote, however, preference shares held by the Bank do not entitle the Bank to vote.</p> <p data-bbox="868 1697 1511 2098">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 share shareholders with restored voting rights) and by more than two-thirds of the votes held by preference share shareholders present at the meeting (excluding preference share shareholders with restored voting rights).</p>

No.	Previous Articles	Amended Articles
23.		<p>Article 308 <u>In the event that the Bank fails to pay the prescribed dividend to the preference share shareholders for three financial years in aggregate or two consecutive financial years, the preference share shareholders shall have the right to attend and vote at the shareholders' general meetings together with 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 share shareholders will remain restored until the Bank pays the current period dividend in full.</u></p> <p><u>The formula for calculating the voting rights of the preference shares with restored voting rights is as follows: $Q = V/P \times \text{conversion exchange rate}$, with any fractional restored voting right rounded down to the nearest whole number. 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, and the initial conversion price equals to the initial mandatory conversion price of the offshore preference share. The "conversion exchange rate" refers to the cross rate between Hong Kong dollars and the currency in which the 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 Board' resolution in respect of the issuance plan for the offshore preference shares.</u></p> <p><u>The other provisions of the Articles concerning the restrictions on the shareholders' voting rights shall prevail, if any.</u></p>

No.	Previous Articles	Amended Articles
24.		<p><u>Article 309 The dividend rate for the issued and outstanding preference shares of the Bank shall be adjusted at different intervals and consists of the benchmark interest rate and the fixed spread. Such dividend rate will remain unchanged as agreed for an adjustment period following the issuance of the preference shares, after which the dividend rate will be reset once every certain period. The dividend rate shall remain the same during each adjusted period.</u></p> <p><u>Preference share shareholders shall rank in priority to the ordinary shareholders in terms of distribution of the Bank's profits and the preference shares shall be entitled to the dividend rate and distribution of profits in accordance with the agreed terms. The Bank shall pay dividends to preference share shareholders in cash. Before the agreed dividends to preference shares are distributed and the discretionary reserves fund is withdrawn as determined by the shareholders' general meeting, no profit may be distributed to the ordinary shareholders in accordance with Article 257 hereof.</u></p> <p><u>Upon distribution of dividends based on the agreed dividend rate, preference share shareholders are not entitled to any further distribution of the remaining profits of the Bank (which are entitled to ordinary shareholders). The Bank is entitled to cancel the dividend payments on such preference shares in whole or in part and this shall not constitute an event of default. The dividends not distributed to preference share shareholders will not be accrued to the next interest-bearing year.</u></p>

No.	Previous Articles	Amended Articles
25.		<p>Article 310 <u>In the event of liquidation due to dissolution, bankruptcy or any other reasons, all preference share shareholders shall be pari passu and have priority of compensation over the ordinary shareholders but shall be inferior to all debtors (including owners of any tier 2 capital instrument) of the Bank in respect of the remaining assets of the Bank. The liquidation compensation of the preference share shareholders shall be the amount equal to the total value of the issued outstanding preference shares plus declared but unpaid dividends for the current period. Where insufficiency of repayment occurs, the distribution shall be made on pro rata basis based on the proportion between respective total value of the preference shares held by each preference share shareholder and the total value of all preference shares.</u></p>