

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Bank of China Limited** (中國銀行股份有限公司) (the “**Bank**”), you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



### 2016 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of Bank of China Limited to be held at Bank of China Head Office Building, No.1 Fuxingmen Nei Dajie, Beijing, China at 9:30 a.m. on Friday, 18 November 2016 (registration will begin at 8:30 a.m.) is set out in pages 5 to 6 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon. For H-Share Holders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Bank's Board Secretariat or to Computershare Hong Kong Investor Services Limited on or before Saturday, 29 October 2016.

The English and Chinese versions of this circular and the accompanying form of proxy and reply slip are available on the Bank's website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). You may access the aforesaid documents by clicking "Investor Relations" on the homepage of the Bank's website or browsing through the website of Hong Kong Exchanges and Clearing Limited.

30 September 2016

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## DEFINITIONS

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

|   |   |
|---|---|
| “A Shares”  | Domestic shares with nominal value of RMB1.00 each in the share capital of the Bank which are listed on the Shanghai Stock Exchange (stock code: 601988)  |
| “A-Share Holder(s)”   | Holder(s) of A Shares   |
| “Articles of Association”   | Articles of Association of the Bank amended at the 2013 Annual General Meeting of the Bank held on 12 June 2014 and approved by the CBRC in August 2014   |
| “Bank” or “Bank of China”   | Bank of China Limited (中國銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively              |
| “Board” or “Board of Directors”   | The Board of Directors of the Bank  |
| “Board of Supervisors”  | The Board of Supervisors of the Bank  |
| “CBRC”  | China Banking Regulatory Commission   |
| “Company Law”   | The Company Law of the PRC (as amended from time to time)   |
| “CSRC”  | China Securities Regulatory Commission  |
| “Director(s)”   | The Director(s) of the Bank   |
| “EGM”   | The 2016 First Extraordinary General Meeting of the Bank to be held at Bank of China Head Office Building, No.1 Fuxingmen Nei Dajie, Beijing, China at 9:30 a.m. on Friday, 18 November 2016 (registration will begin at 8:30 a.m.) |
| “Executive Director(s)”   | The Executive Director(s) of the Bank   |
| “H Shares”  | Overseas listed foreign shares with nominal value of RMB1.00 each in the share capital of the Bank which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars (stock code: 3988)                              |
| “H-Share Holder(s)”   | Holder(s) of H Shares   |
| “Hong Kong”   | The Hong Kong Special Administrative Region of the PRC  |
| “Hong Kong Listing Rules”   | The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time)   |
| “Hong Kong Stock Exchange”  | The Stock Exchange of Hong Kong Limited   |
| “Independent Non-executive Director(s)”<br>or “Independent Director(s)” | The Independent Non-executive Director(s) of the Bank   |
| “Non-executive Director(s)”   | The Non-executive Director(s) of the Bank   |
| “PRC”   | The People’s Republic of China  |

## DEFINITIONS

|                           |   |
|---------------------------|---|
| “Preference Shares”       | Preference shares with nominal value of RMB100 each in the preference share capital of the Bank |
| “Preference Shareholders” | Holder(s) of Preference Shares  |
| “RMB”                     | Renminbi, the lawful currency of the PRC  |
| “Shareholder(s)”          | A-Share Holder(s) and H-Share Holder(s)   |
| “Supervisor(s)”           | The Supervisor(s) of the Bank   |

## LETTER FROM THE BOARD



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

(Stock Code: 3988 and 4601 (Preference Shares))

*Board of Directors:*

- Mr. Tian Guoli (*Chairman*)  
Mr. Chen Siqing  
\* Mr. Zhang Xiangdong  
\* Mr. Zhang Qi  
\* Mr. Wang Wei  
\* Mr. Liu Xianghui  
\* Mr. Li Jucai  
\*\* Mr. Nout Wellink  
\*\* Mr. Lu Zhengfei  
\*\* Mr. Leung Cheuk Yan  
\*\* Mr. Wang Changyun

\* *Non-Executive Directors*

\*\* *Independent Non-executive Directors*

*Registered Office:*

No. 1 Fuxingmen Nei Dajie  
Beijing 100818  
PRC

*Place of Business in Hong Kong:*

8th Floor  
Bank of China Tower  
1 Garden Road  
Hong Kong

30 September 2016

Dear H-Share Holders,

### 1. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the EGM to be held at Bank of China Head Office Building, No.1 Fuxingmen Nei Dajie, Beijing, China at 9:30 a.m. on Friday, 18 November 2016 (registration will begin at 8:30 a.m.).

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

### 2. BUSINESS TO BE CONSIDERED AT THE EGM

The items of business to be considered at the EGM are described in detail in the notice of the EGM set out in pages 5 to 6 of this circular. At the EGM, ordinary resolutions will be proposed to approve (i) Election of Mr. Wang Xiquan to be appointed as Shareholders' Representative Supervisor of the Bank; (ii) Election of Mr. Ren Deqi to be appointed as Executive Director of the Bank; (iii) Election of Mr. Gao Yingxin to be appointed as Executive Director of the Bank; (iv) Election of Ms. Angela Chao to be appointed as Independent Non-executive Director of the Bank; (v) the 2015 Remuneration Distribution Plan for Chairman of the Board of Directors, Executive Directors, Chairman of the Board of Supervisors and Shareholders' Representative Supervisors; (vi) the Establishment of the Charity Foundation of Bank of China; and special resolution will be proposed to approve (vii) the Amendments to the Articles of Association.

In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make an informed decision thereof, we have provided in this circular detailed background information, including the relevant information and explanation, to the resolutions to be proposed at the EGM (see Appendix I).

## LETTER FROM THE BOARD

### 3. THE EGM

The proxy form and the reply slip of the EGM are also enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. For H-Share Holders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Bank's Board Secretariat or to Computershare Hong Kong Investor Services Limited on or before Saturday, 29 October 2016.

The Bank's Board Secretariat is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing 100818, the PRC (Telephone: (8610) 6659 4582, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).

### 4. VOTING BY POLL

Pursuant to the Hong Kong Listing Rules, each of the resolutions set out in the Notice of the EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.

### 5. RECOMMENDATION

The Board of Directors considers that the proposed resolutions set out in the Notice of the EGM are in the interests of the Bank and its shareholders as a whole. Accordingly, the Board of Directors recommends the shareholders to vote in favour of the proposed resolutions.

Yours faithfully,  
By order of the Board  
**Bank of China Limited**  
**Tian Guoli**  
*Chairman*

## NOTICE OF THE EGM



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

(Stock Code: 3988 and 4601 (Preference Shares))

### NOTICE OF THE 2016 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2016 First Extraordinary General Meeting (“**EGM**”) of Bank of China Limited (the “**Bank**”) will be held at Bank of China Head Office Building, No.1 Fuxingmen Nei Dajie, Beijing, China at 9:30 a.m. on Friday, 18 November 2016 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the Election of Mr. Wang Xiquan to be appointed as Shareholders' Representative Supervisor of the Bank
2. To consider and approve the Election of Mr. Ren Deqi to be appointed as Executive Director of the Bank
3. To consider and approve the Election of Mr. Gao Yingxin to be appointed as Executive Director of the Bank
4. To consider and approve the Election of Ms. Angela Chao to be appointed as Independent Non-executive Director of the Bank
5. To consider and approve the 2015 Remuneration Distribution Plan for Chairman of the Board of Directors, Executive Directors, Chairman of the Board of Supervisors and Shareholders' Representative Supervisors
6. To consider and approve the Establishment of the Charity Foundation of Bank of China

#### SPECIAL RESOLUTION

7. To consider and approve the Amendments to the Articles of Association

By Order of the Board  
**Bank of China Limited**  
**Geng Wei**

*Secretary to the Board of Directors and Company Secretary*

30 September 2016

*As at the date of this notice, the Directors of the Bank are: Tian Guoli, Chen Siqing, Zhang Xiangdong\*, Zhang Qi\*, Wang Wei\*, Liu Xianghui\*, Li Jucai\*, Nout Wellink#, Lu Zhengfei#, Leung Cheuk Yan# and Wang Changyun#.*

\* *Non-executive Directors*

# *Independent Non-executive Directors*

## NOTICE OF THE EGM

Notes:

1. Details of the above resolutions are set out in Appendix I to the Circular of the EGM, and please refer to Attachment A to the Circular of the EGM for details of the proposed amendments to the *Articles of Association of Bank of China Limited*.
2. Pursuant to the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, each of the resolutions set out in the Notice of the EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.
3. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Bank.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at least 24 hours before the EGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
5. **The H-Share register of shareholders of the Bank will be closed, for the purpose of determining shareholders' entitlement to attend the EGM, from Wednesday, 19 October 2016 to Friday, 18 November 2016 (both days inclusive), during which period no transfer of shares will be registered. In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 18 October 2016. H-Share Holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.**
6. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of shareholders of the Bank in respect of the joint shareholding.
7. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Board Secretariat of the Bank or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, by post, by fax or by e-mail on or before Saturday, 29 October 2016. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing 100818, PRC (Telephone: (8610) 6659 4582, Fax: (8610) 6659 4579, E-mail: [ir@bankofchina.com](mailto:ir@bankofchina.com)). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
8. According to the Articles of Association of the Bank and the circumstances of this EGM, resolutions proposed at this EGM are not required to be reviewed by the holders of the preference shares of the Bank. Therefore, such holders will not attend this EGM.
9. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.



## 1. THE ELECTION OF MR. WANG XIQUAN TO BE APPOINTED AS SHAREHOLDERS' REPRESENTATIVE SUPERVISOR OF THE BANK

According to the Articles of Association, a Shareholders' Representative Supervisor shall be elected by the Shareholders' Meeting of the Bank and serve a term of three years. A Shareholders' Representative Supervisor may serve consecutive terms if re-elected upon the expiration of his/her term. It is proposed at the 2016 third meeting of the Board of Supervisors that Mr. Wang Xiquan be elected as the candidate for Shareholders' Representative Supervisor of the Bank and the proposal be submitted to the Shareholder's Meeting of the Bank for consideration and approval.

As the candidate for Shareholders' Representative Supervisor, Mr. Wang Xiquan's term will end on the date of the Bank's Annual General Meeting to be held in 2019. Mr. Wang Xiquan's remuneration shall be approved by the resolution of the Shareholders' Meeting of the Bank and be paid by the Bank. As at the date of this proposal, Mr. Wang Xiquan has not signed any service contracts with the Bank.

The biographic details of Mr. Wang Xiquan are as follows:

Mr. Wang Xiquan, born in 1960, joined the Bank in 2016. Mr. Wang previously served in several positions at Industrial and Commercial Bank of China Limited ("ICBC") for many years. He served as the Senior Executive Vice President of ICBC from September 2012 to July 2016 and Executive Director from June 2015 to July 2016. Mr. Wang served as a member of the senior management of ICBC from April 2010 to September 2012. Between September 1999 and April 2010, he successively served as Deputy Head of the Hebei Branch of ICBC, General Manager of Risk Management Department, General Manager of Internal Audit Bureau, and General Manager of Human Resource Department. Mr. Wang graduated from Shanxi Institute of Finance and Economics in 1983 with a Bachelor's degree and received a Doctorate degree in Management from Nanjing University in June 2009. He holds the title of senior economist.

Save as disclosed above, Mr. Wang Xiquan does not hold any position with the Bank or any of its subsidiaries.

Currently, the remuneration of the Bank's Shareholders' Representative Supervisors are as follows: (i) the remuneration of the Chairman of the Board of Supervisors consists mainly of salaries, bonuses, employer's contribution to compulsory insurances and housing allowances. The remuneration of the Chairman is determined with reference to the relevant government policies and approved by the Shareholders' Meeting of the Bank. Chairman does not receive Supervisor remuneration from the Bank's subsidiaries. (ii) The remuneration of the Shareholders' Representative Supervisors consists mainly of salaries, bonuses, employer's contribution to compulsory insurances and housing allowances. The remuneration of the Shareholders' Representative Supervisors is in accordance with the relevant remuneration scheme of the Bank and approved by the Shareholders' Meeting of the Bank. Shareholders' Representative Supervisors do not receive Supervisor remuneration from the Bank's subsidiaries.

As far as the Supervisors of the Bank are aware and save as disclosed above, Mr. Wang Xiquan did not hold any directorship or supervisor position in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong or overseas in the last three years, nor does he have any relationship with any Director, Supervisor, senior management or substantial or controlling shareholder of the Bank. As at the date of this proposal, Mr. Wang Xiquan does not have any interests in the shares of the Bank or its associated companies according to Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Wang Xiquan that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the *Hong Kong Listing Rules*, nor are there any other matters that need to be brought to the attention of the Shareholders. Mr. Wang Xiquan has not been penalized by the CSRC or other relevant departments or stock exchanges.

## 2. THE ELECTION OF MR. REN DEQI AND MR. GAO YINGXIN TO BE APPOINTED AS EXECUTIVE DIRECTORS OF THE BANK

The Proposal on Nominating Mr. Ren Deqi and Mr. Gao Yingxin as Candidates for Executive Directors of the Bank has been considered and approved at the meeting of the Board of Directors of the Bank held on 30 August 2016. It is hereby submitted to the shareholders' meeting for consideration and approval. Terms of office of Mr. Ren Deqi and Mr. Gao Yingxin as Directors will be three years which will commence from the date of approval of their qualifications by the CBRC and end on the date of the Bank's Annual General Meeting to be held in 2019.

The biographic details of Mr. Ren Deqi are as follows:

Mr. Ren Deqi, born in 1963, joined the Bank in 2014 and has been serving as Executive Vice President of the Bank since July 2014. He worked in China Construction Bank ("CCB") for many years and held various positions. From October 2013 to May 2014, Mr. Ren served as General Manager of Risk Management Department of CCB. From August 2003 to October 2013, Mr. Ren successively served as Deputy General Manager of Credit Approval Department, General Manager of Risk Control Department, General Manager of Credit Management Department, and General Manager of the Hubei Branch of CCB. Mr. Ren has been serving as a Non-executive Director of BOC Hong Kong (Holdings) Limited since October 2015 and as President of Shanghai RMB Trading Unit since September 2016. He graduated from Tsinghua University in 1988 with a Master's Degree in Engineering.

The biographic details of Mr. Gao Yingxin are as follows:

Mr. Gao Yingxin, born in 1962, joined the Bank in 1986 and has been serving as Executive Vice President of the Bank since May 2015. He served as Executive Director and Deputy Chief Executive of BOC Hong Kong (Holdings) Limited and Bank of China (Hong Kong) Limited from February 2005 to March 2015, as President and Chief Operating Officer of BOC International Holdings Limited from July 2004 to February 2005, and as Deputy General Manager of the Credit Business Department of the Head Office and Deputy General Manager and General Manager of the Corporate Banking Department of the Head Office from September 1996 to July 2004. Mr. Gao has been serving as a Non-executive Director of BOCHK (Holdings) since March 2015, has been serving as Chairman of BOC International Holdings Limited, Bank of China (UK) Limited and Bank of China (Luxembourg) S.A. since August 2015, and has been serving as Chairman of BOC International (China) Limited since September 2016. Currently, Mr. Gao also serves as Chairman of the Board of Directors of China Culture Industrial Investment Fund Co., Ltd.. He graduated from East China University of Science and Technology in 1986 with a Master's Degree in Engineering.

Executive Directors do not receive Director's remuneration, nor do they receive Director's remuneration from the Bank's subsidiaries, but receive corresponding remuneration in accordance with their positions in the Bank, including salaries, bonuses, employer's contribution to compulsory insurances and housing allowances. The remuneration of the Executive Director is determined with reference to the relevant government regulations. The Personnel and Remuneration Committee of the Bank is responsible for determining the annual remuneration scheme which will be recommended to the Board of Directors and submitted for approval by the Shareholders' Meeting of the Bank.

As far as the Directors are aware and save as disclosed above, Mr. Ren Deqi and Mr. Gao Yingxin did not hold any directorship in other public companies the securities of which are listed on any securities market in Chinese mainland, Hong Kong or overseas in the last three years, nor do they have any other relationship with any Director, senior management or substantial or controlling shareholder of the Bank. They do not hold other positions in the Bank or any of its subsidiaries. As of the date of this proposal, Mr. Ren Deqi and Mr. Gao Yingxin do not have any interests in the shares of the Bank or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Ren Deqi and Mr. Gao Yingxin that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders. Mr. Ren Deqi and Mr. Gao Yingxin have not been penalized by the CSRC or other relevant departments or stock exchanges.

### 3. THE ELECTION OF MS. ANGELA CHAO TO BE APPOINTED AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

Pursuant to the *Bank of China Limited Board Diversity Policy* and the work needs of the Board of Directors, the Proposal on Nominating Ms. Angela Chao as Candidate for Independent Non-executive Director of the Bank has been considered and approved at the meeting of the Board of Directors of the Bank held on 8 June 2016. It is hereby submitted to the shareholders' meeting for consideration and approval.

Term of office of Ms. Angela Chao as Director will be three years which will commence from the date of approval of her qualifications by the CBRC and end on the date of the Bank's Annual General Meeting to be held in 2019.

The biographic details of Ms. Angela Chao are as follows:

Ms. Angela Chao, born in 1973, serves as deputy chairman of Foremost Group where she is responsible for international shipping finance, chartering and ship management and operations. From 1994 to 1996, Ms. Chao worked in the mergers & acquisitions department of Smith Barney, which was then part of the Citigroup. From 1996 to 1999, Ms. Chao served as deputy general manager of Foremost Group, and from 2001 to 2008, Ms. Chao had successively served as vice president and senior vice president of Foremost Group. Since 2008, she has served as deputy chairman of Foremost Group. In May 2005, Ms. Chao was unanimously voted to be BIMCO 39's Counsellor. In September 2005, she was selected as "Eminent Young Overseas Chinese" by the Overseas Chinese Affairs Office of the State Council. In November 2007, she was invited as speaker of World Shipping (China) Summit. In April 2011, she became a Founding Member of the Wall Street Journal's Task Force on Women in the Economy. Ms. Chao currently serves on the Boards of The Metropolitan Opera House, Museum of Modern Art PS1, The UK P&I Marine Insurance Mutual, Foremost Foundation and Shanghai Mulan Education Foundation, and she also serves on the Harvard Business School's Board of Dean's Advisors, Carnegie-Tsinghua Center for Global Policy Board of Advisors, Lincoln Center Global's China Advisory Council, The Chairman's Council of the Metropolitan Museum of Art and American Bureau of Shipping Council. In addition, she is also a member of the Council on Foreign Relations, serves on the Young Leaders Forum of the National Committee on US-China Relations and serves as the member of Shanghai Jiao Tong University's Antai College of Economics and Management Advisory Board, and honorary chairperson of the Jiao Tong University Alumni Association in America. Ms. Angela Chao graduated from Harvard University in 1994 with bachelor's degree in economics (magnum cum laude), and received her master of business administration degree from Harvard Business School in 2001.

Save as disclosed above, as at the date of this proposal, Ms. Angela Chao does not hold any position with the Bank or any of its subsidiaries, nor has she received any remuneration from the Bank.

The pre-tax remuneration of Independent Non-executive Directors of the Bank as approved by the Shareholders' Meeting of the Bank is set out as follows: basic remuneration of RMB200,000 per year, an additional duty allowance of RMB200,000 per year will be paid to the chairman of the Risk Policy Committee or the chairman of the Audit Committee; and an additional duty allowance of RMB100,000 per year will be paid to the chairman of other special committees. Additional duty allowance of RMB50,000 per year will be paid to the persons being members of special committees. The remuneration of an Independent Non-executive Director who holds positions concurrently in several committees will be calculated in an accumulative manner.

As far as the Directors are aware and save as disclosed above, Ms. Angela Chao did not hold any directorship in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong or overseas in the last three years, nor does she have any relationship with any Director, senior management or substantial or controlling shareholder of the Bank. As at the date of this proposal, Ms. Angela Chao does not have any interests in the shares of the Bank or its associated companies according to Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Ms. Angela Chao that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders. Ms. Angela Chao has not been penalized by the CSRC or other relevant departments or stock exchanges.

The appointment of Ms. Angela Chao as Independent Non-executive Director of the Bank is conditional upon the no objection clearance of the Shanghai Stock Exchange. The Bank has received the confirmation in writing from Ms. Angela Chao with regard to her independence, the declaration by nominator for independent director and the declaration by nominee for independent director, the originals of which have been submitted to relevant regulator.

#### 4. 2015 REMUNERATION DISTRIBUTION PLAN FOR CHAIRMAN OF THE BOARD OF DIRECTORS, EXECUTIVE DIRECTORS, CHAIRMAN OF THE BOARD OF SUPERVISORS AND SHAREHOLDERS' REPRESENTATIVE SUPERVISORS

According to relevant national policies and the management measures of the Bank, the Remuneration Distribution Plan for Chairman of the Board of Directors, Executive Directors, the Chairman of the Board of Supervisors and Shareholders' Representative Supervisors is hereby submitted based on their 2015 annual appraisal. Details are given as follows:

##### I. Remuneration distribution plan for the incumbent Chairman of the Board of Directors and the Executive Director

Unit: RMB10,000/before tax

| Name        | Post                        | Annual basic salary | Annual performance bonus | Total |
|-------------|-----------------------------|---------------------|--------------------------|-------|
| Tian Guoli  | Chairman                    | 27.68               | 34.81                    | 62.49 |
| Chen Siqing | Vice Chairman and President | 27.68               | 34.81                    | 62.49 |

##### II. Remuneration distribution plan for former Executive Directors

Unit: RMB10,000/before tax

| Name                    | Original post                                   | Annual basic salary | Annual performance bonus | Total |
|-------------------------|---|---------------------|--------------------------|-------|
| Li Zaohang <sup>1</sup> | Executive Director and Executive Vice President | 12.46               | 15.63                    | 28.09 |
| Zhu Hexin <sup>2</sup>  | Executive Director and Executive Vice President | 12.46               | 15.61                    | 28.07 |

1. Mr. Li Zaohang ceased to serve as Executive Director, member of the Connected Transactions Control Committee and Executive Vice President of the Bank since June 2015 due to the reason of age.
2. Mr. Zhu Hexin ceased to serve as Executive Director, member of the Connected Transactions Control Committee and Vice President of the Bank, since June 2016 due to the change of job.

### III. Remuneration distribution plan for the Incumbent Chairman of the Board of Supervisors and Shareholders' Representative Supervisors

Unit: RMB10,000/before tax

| Name          | Position                                | Annual basic salary | Annual performance bonus | Total  |
|---------------|---|---------------------|--------------------------|--------|
| Li Jun        | Chairman of the Board of Supervisors    | 27.68               | 34.81                    | 62.49  |
| Wang Xueqiang | Shareholders' Representative Supervisor | 50.60               | 85.83                    | 136.43 |
| Liu Wanming   | Shareholders' Representative Supervisor | 47.36               | 80.21                    | 127.57 |

According to the regulations, over 50% of the annual performance bonus of the Shareholders' Representative Supervisors should be paid in installments for no less than three years.

## 5. ESTABLISHMENT OF THE CHARITY FOUNDATION OF BANK OF CHINA

In response to the national "Win the battle against poverty" call promulgated during the 13th Five-Year Plan period, fulfill the social responsibility of a state-controlled commercial bank, further enhance its corporate social responsibility, and build a good brand image, the Bank proposes to establish Charity Foundation of Bank of China.

### I. Significance of establishing the foundation

In June 2016, in response to the national call of "Win the battle against poverty" promulgated during the 13th Five-Year Plan period, and to promote that by 2020 the Bank's targeted poverty alleviation area, four counties in the north of Xianyang, Shaanxi Province, would "take off the hat of poverty", better fulfill the social responsibility, the Bank proposed to establish the Charity Foundation of Bank of China.

In recent years, more and more well-known enterprises in the PRC and abroad better fulfilled their social responsibilities, enhanced brand image, and accelerated their development by establishing foundations. The establishment of the Charity Foundation of Bank of China can boost our tasks in targeted poverty alleviation during the 13th Five-Year Plan period. It can also help the Bank practise the development strategy of "Serving Society, Delivering Excellence" persistently, integrate Bank-wide corporate social responsibility resources both domestic and abroad, enhance the overall level of corporate social responsibility work. As a result, the corporate social responsibility work will play a better role in boosting the development of the Bank, shaping its corporate culture, and spreading its brand image.

### II. Organization structure of the foundation

1. Name and nature: Charity Foundation of Bank of China.

The foundation is a private foundation initiated independently by Bank of China, organized and established according to regulations such as the *Charity Law* of the PRC and the *Regulation on Foundation Administration* promulgated by the Ministry of Civil Affairs of the People's Republic of China ("MCA"), and registered with the MCA.

2. Registered capital: The donation shall be no more than RMB80 million (subject to the minimum registered capital demand for a private foundation registered with the MCA to be promulgated by the MCA under the *Regulation on Foundation Administration*).

3. Registered office: Bank of China Head Office Building.
4. Legal representative: The legal representative of the foundation also serves as chairman of the foundation, and shall not concurrently serve as the legal representative of other institutions.
5. Organization structure: President, chairman, board of governors, project approval committee, supervisors, secretariat, expert advisory committee and volunteer team will be established for the foundation.

### III. Capital operation of the foundation

1. Sources of income

On the basis of compliance with relevant national requirements, the foundation can obtain income by means of investment, endowment, donation and other ways.

2. Project approval

After establishment, the project approval process and limits of authority of the foundation will be determined according to relevant national laws and regulations and the foundation's articles of association.

### IV. The following items are submitted to the Shareholders' Meeting of the Bank for approval

1. To approve the Establishment of the Charity Foundation of Bank of China. In order to comply with the rules of the MCA on the registration of foundations, the one-off special authorization is granted by the Board of Directors to the management that the Bank shall make a donation of no more than RMB80 million (subject to the minimum registered capital required for a private foundation registered with the MCA pursuant to the *Regulation on Foundation Administration* to be promulgated by the MCA) exclusively for the establishment of the Charity Foundation of Bank of China. The portion of the actual donation which exceeds the limit of donations set by the Shareholders' Meeting for 2016 (including the registered capital of the foundation) made by the Bank in 2016 shall be deducted from the limit of donations of the Bank for 2017.
2. To request the Shareholders' Meeting of the Bank to authorize and approve the Board of Directors' delegation of authority to the management, who shall take charge of reporting, filing and other relevant formalities according to the relevant rules.

## 6. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

For the purpose of meeting the latest regulatory requirements and reflecting the current status of the issued share capital in the Articles of Association, it is proposed to amend the Articles of Association. Please refer to Attachment A for details of the proposed amendments to *the Articles of Association of Bank of China Limited*.

It is hereby proposed the Shareholders' Meeting of the Bank to:

1. consider and approve the Amendments to the Articles of Association;
2. authorize the Board of Directors to delegate to the Board Secretary to make necessary changes to the proposed amendments pursuant to the regulatory authorities' requirements, and to handle such matters in connection with the proposed amendments such as the approval application, filing, announcement, changes in registration with the Administration for Industry and Commerce; and

3. authorize the Board of Directors and the Board of Supervisors to delegate to the Chairman of the Board of Directors and the Chairman of the Board of Supervisors, respectively, to approve the corresponding amendments to the relevant documents of the other corporate governance rules and policies of the Board of Directors and the Board of Supervisors after the receipt of approval from the CBRC on the proposed amendments to the Articles of Association.

These amendments will come into effect upon the approval of the CBRC, and a prompt announcement will be released by the Bank at that time.

## I. PROPOSED AMENDMENTS TO THE ARTICLES WITH REGARDS TO THE SHARES AND CAPITALS

| No. | Article No. | Original Clause  | Revised Clause  |
|-----|-------------|--|---|
| 1   | Article 16  | The total number of shares of the Bank as at 31 December 2010 shall be 279,147,223,195. The shares shall take the form of stocks with par value and each bears a par value of RMB1.  | The total number of ordinary shares of the Bank as at 31 December 2015 shall be 294,387,791,241. The total number of preference shares of the Bank as at 31 December 2015 shall be 999,400,000. The shares shall take the form of stocks with par value and each ordinary share bears a par value of RMB1 while each preference share bears a par value of RMB100.  |
| 2   | Article 20  | Following the approval of the State Council or the examination and approval authorities authorized by the State Council, the total number of ordinary shares that the Bank may issue as at 31 December 2010 is 279,147,223,195. The number of shares issued to the sponsors at the time of establishment is 186,390,352,497, representing approximately 66.77% of the total number of ordinary shares that may be issued by the Bank as at 31 December 2010. | Following the approval of the State Council or the examination and approval authorities authorized by the State Council, the total number of ordinary shares that the Bank may issue as at 31 December 2015 is 294,387,791,241. The number of shares issued to the sponsors at the time of establishment is 186,390,352,497, representing approximately 63.31% of the total number of ordinary shares that may be issued by the Bank as at 31 December 2015; the total number of preference shares that the Bank may issue as at 31 December 2015 is 999,400,000. |



| No. | Article No. | Original Clause   | Revised Clause   |
|-----|-------------|---|--|
| 3   | Article 21  | <p>After its establishment, and up to completion of the initial public offering of its overseas and domestic listed shares, the Bank issued 67,448,809,512 ordinary shares, including 6,493,506,000 domestic investment shares and 29,403,878,000 foreign investment shares listed outside the People's Republic of China, accounting for approximately 24.16% of the total number of ordinary shares that may be issued by the Bank as at 31 December 2010.</p> <p>The Bank issued RMB40,000,000 convertible corporate bonds publicly in 2010 with a term of 6 years. As at 31 December 2010, a total number of 60,464 shares had been converted from such bonds.</p> <p>In 2010, the Bank issued 25,308,000,722 ordinary shares by way of rights issue, including 17,705,975,596 domestic investment shares and 7,602,025,126 foreign investment shares listed outside the People's Republic of China.</p> <p>Following the conversion of the convertible corporate bonds and the completion of the rights issue as mentioned above, as at 31 December 2010, the composition of the Bank's share capital is: 279,147,223,195 ordinary shares, of which the sponsor, Central SAFE Investments Limited, held 188,553,352,005 shares, other holders of domestic investment shares held 6,971,594,795 shares and holders of foreign investment shares listed outside the People's Republic of China held 83,622,276,395 shares.</p> | <p>After its establishment, and up to completion of the initial public offering of its overseas and domestic listed shares, the Bank issued 67,448,809,512 ordinary shares, including 6,493,506,000 domestic investment shares and 29,403,878,000 foreign investment shares listed outside the People's Republic of China, accounting for approximately 22.91% of the total number of ordinary shares that may be issued by the Bank as at 31 December 2015.</p> <p>As at 31 December 2015, the composition of the Bank's share capital is: 294,387,791,241 ordinary shares and 999,400,000 preference shares, of which the sponsor, Central SAFE Investments Limited, held 188,461,533,607 ordinary shares, other holders of domestic investment shares held 22,303,981,239 ordinary shares and holders of foreign investment shares listed outside the People's Republic of China held 83,622,276,395 ordinary shares.</p> |
| 4   | Article 23  | <p>The registered capital of the Bank shall be RMB279,147,223,195.</p>  | <p>The registered capital of the Bank shall be RMB294,387,791,241.</p>   |

## II. PROPOSED AMENDMENTS TO THE ARTICLES WITH REGARDS TO THE CORPORATE GOVERNANCE

| No. | Article No.                               | Original Clause  | Revised Clause  | Basis of amendments/remarks  |
|-----|---|--|---|--|
| 1   | The original last paragraph of Article 29 | The Bank may not accept its own shares as the subject matter of pledge.  | Adjusted and merged into Article 61.  | For consistency of wording, we propose to move this to Article 61.   |
| 2   | 56  | When the capital adequacy ratio of the Bank is lower than the legal standard, shareholders shall support the measures presented by the board of directors to increase the ratio. | Shareholders of the Bank shall support the board of directors of the Bank in making reasonable capital plans to keep the capital of the Bank consistent with regulatory requirements. | Article 11 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> : "A shareholder, especially a major shareholder shall support the reasonable capital planning formulated by the board of directors of the commercial bank, so that the capital of the commercial bank can meet regulatory requirements on an ongoing basis. Where the bank's capital fails to meet regulatory requirements, a capital replenishment plan shall be put in place to increase capital adequacy ratio to meet such regulatory requirements within a required period, and the capital shall be replenished by means of increasing core capital. A major shareholder shall not obstruct capital injection moves by other shareholders or introduction of new qualified shareholders." |

| No. | Article No.   | Original Clause  | Revised Clause   | Basis of amendments/remarks   |
|-----|---|--|--|---|
| 3   | 58  | <p>The controlling shareholders owe a duty of honesty to the Bank and other shareholders. The controlling shareholders of the Bank shall strictly comply with laws, administrative regulations, rules and the Articles while exercising their rights as investors, and shall not use their privileged positions to gain improper benefit, or cause detriments to the interest of the Bank or other shareholders.</p> | <p>Shareholders (especially major shareholders) of the Bank shall fulfill the duty of honesty to the Bank in accordance with the law, shall exercise their rights as investors in strict compliance with laws, regulations and the Articles, and shall not seek improper benefits or impair the interest of the Bank or lawful interest of other stakeholders.</p> | <p>Article 9 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "A shareholder shall fulfill its obligations of honesty to the commercial bank..."</p> <p>Article 10: "A shareholder, especially a major shareholder shall exercise the rights as an investor strictly according to applicable laws, regulations and Articles of Association of the commercial bank; and shall not seek improper benefits, or interfere with the decision-making and management rights of the board of directors and senior management stipulated by Articles of Association, or interfere directly with the bank's operation by circumventing the board of directors and senior management, or impair the interests of the bank and legitimate rights of other stakeholders."</p> |
| 4   | <p>Addition of a new paragraph as the first paragraph of Article 60</p> |  | <p>The "major shareholders" referred to in the Articles means shareholders who are directly, indirectly or jointly able to, hold or control at least 5% of the total voting shares of the Bank and exert substantial influence over the decision-making of the Bank.</p>   | <p>Article 9 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "The "major shareholders" referred to in these Guidelines means shareholders who are directly, indirectly or jointly able to, hold or control at least 5% of the total voting shares of a commercial bank and exert substantial influence over the decision-making of the commercial bank."</p>  |

| No. | Article No. | Original Clause  | Revised Clause   | Basis of amendments/remarks   |
|-----|-------------|--|--|---|
| 5   | 61          | <p>Shareholders who hold five percent (5%) or more voting shares of the Bank shall provide advance notice to the Board of directors if they use the shares of the Bank to set up security interest for themselves or others. Shareholders who hold five percent (5%) or more voting shares of the Bank shall not pledge the Bank's shares if the outstanding balance of the loans they borrowed from the Bank exceeds the audited net book value of the shares held by them in the previous year, and they have not provided other security interest with bank deposit receipts or treasury bonds.</p> | <p>The Bank may not accept its own shares as the subject matter of pledge.</p> <p>Shareholders shall strictly comply with applicable laws, regulations and regulatory requirements and provide advance notice to the board of directors if they use the shares of the Bank to set up security interest for themselves or others.</p> <p>A shareholder who has the right to appoint any director or supervisor of the Bank or who directly, indirectly or jointly holds or controls two percent (2%) or more of the total voting shares of the Bank shall, prior to creating any pledge over the shares of the Bank held by it, first file an application with the board of the Bank, specifying the reason for creating the pledge, the number of shares to be pledged, the term of the pledge, the pledgee and other basic information. If the board determines that there would be any material adverse effect on the stability of the equity, corporate governance, risk control and connected transaction control of the Bank, the application will be denied. The directors nominated by the shareholder who files the application shall be excluded from any discussion or decision on such application by the board of directors.</p> | <p>Article 14 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "A commercial bank shall formulate the connected transaction management system, and stipulate the following in the Articles of Association: ...:(1) A commercial bank shall not accept any pledge created over its own shares; (2) A shareholder shall strictly comply with applicable laws, regulations and regulatory requirements and provide advance notice to the board of directors when creating, for itself or any other person, any security over the shares of the bank held by it; (3) A shareholder shall not create any pledge over the bank's shares if the outstanding loans borrowed by it from the bank exceed the audited net book value of the equity interest held by it in the previous year."</p> <p>Article 3 of the <i>Circular of China Banking Regulatory Commission on Enhancing Administration of Pledge of Equity by Commercial Banks</i>: "The following provisions shall be included in the articles of association of a commercial bank: (i). A shareholder shall strictly comply with applicable laws, regulations and regulatory requirements and provide advance notice to the board of directors when creating, for itself or any other</p> |

| No. | Article No. | Original Clause | Revised Clause   | Basis of amendments/remarks   |
|-----|-------------|-----------------|--|---|
|     |             |                 | <p><u>Upon completion of the share pledge registration, the shareholder shall timely provide the Bank with information relating to the share pledge for the purpose of risk management, corporate governance and information disclosure. If the number of shares of the Bank pledged by such shareholder is equal to or greater than 50% of the shares held by such shareholder in the Bank, the voting right attached to the pledged shares may not be exercised at the shareholders' meeting, and the directors nominated by such shareholder may not vote at a board meeting or be included in the number of board meeting attendees.</u></p> <p><u>Shareholders shall not pledge the Bank's shares if the outstanding balance of the loans they borrowed from the Bank exceeds the audited net book value of the shares held by them in the previous year.</u></p> | <p>person, any security over the shares of the bank held by it. A shareholder who has the right to appoint any director or supervisor of the bank or who directly, indirectly or jointly holds or controls two percent (2%) or more of the shares or voting right of the bank shall, prior to creating any pledge over the shares of the bank held by it, first file an application with the board of the bank, specifying the reason for creating the pledge, the number of shares to be pledged, the term of the pledge, the pledgee and other basic information. If the board determines that there would be any material adverse effect on the stability of the equity, corporate governance, risk control and connected transaction control of the bank, the application will be denied. The directors appointed by the shareholder who files the application shall be excluded from any discussion or decision on such application by the board of directors. (ii). Upon completion of the share pledge registration, the shareholder shall timely provide the bank with information relating to the share pledge for the purpose of risk management and information disclosure. (iii). A shareholder shall not create any pledge over the bank's shares if the outstanding loans borrowed by it from the bank exceed the audited net book value of the equity interest held by it in the previous year. (iv). A shareholder's voting right at the shareholders' meeting and the voting right of the director appointed by such shareholder at the board of directors shall be restricted if such shareholder pledges 50% or more of his/her equity of the bank."</p> |

| No. | Article No.                       | Original Clause   | Revised Clause   | Basis of amendments/remarks  |
|-----|-----------------------------------|---|--|--|
| 6   | 62                                | The Bank shall not provide more preferential conditions to its shareholders than other borrowers who apply for the same type of loans.  | The Bank shall not provide more preferential conditions to its shareholders than other clients who apply for the same type of <u>credit facility</u> .   | Article 13 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides: "A commercial bank shall not extend credit facility to its shareholders under conditions more favorable than those applicable to other clients for the same type of credit facility."  |
| 7   | 63                                | Shareholders who hold five percent (5%) or more voting shares of the Bank and owe overdue loans to the Bank shall be disqualified from exercising voting right during the loan overdue period and shall not be included in the quorum of the shareholders' meeting. The Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the Bank's liquidation process shall also be used in priority for the repayment of the Bank's outstanding loans. | Shareholders who hold five percent (5%) or more voting shares of the Bank and owe <u>overdue facility</u> to the Bank shall be disqualified from exercising voting right during the facility overdue period and shall not be included in the quorum of the shareholders' meeting, <u>and</u> the directors nominated by such shareholders shall not exercise their voting right at the board meeting and shall not be included in the quorum of the board meeting. The Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the Bank's liquidation process shall also be used in priority for the repayment of the Bank's outstanding loans. | Article 14 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> : "A commercial bank shall formulate the connected transaction management system, and stipulate the following in the Articles of Association: (4) If a shareholder, especially a major shareholder, owes overdue facility to the bank, the shareholder's voting right at the shareholders' meeting and the voting right of the directors appointed by such shareholder at the board of directors shall be restricted."   |
| 8   | The first paragraph of Article 70 | Shareholders' meeting shall be convened and presided over by the chairman of the board. Where the chairman is unable to convene and preside over a meeting, the vice-chairman shall convene and preside over such meeting. When both the chairman and the vice-chairman cannot convene and preside over a meeting, a director elected by at least half of all the directors shall convene and preside over such meeting.  | Shareholders' meeting shall be <u>convened by the board</u> and presided over by the chairman of the board. <u>Where the chairman is unable to preside over a meeting, the vice-chairman shall preside over such meeting. When both the chairman and the vice-chairman cannot preside over a meeting, a director elected by at least half of all the directors shall preside over such meeting.</u>  | The original wording contradicts the provisions of Article 68 of the Articles, i.e. "the shareholders' meeting shall be convened by the board of directors". Furthermore, Article 102 of the <i>Company Law</i> provides: "Shareholders' meeting shall be convened by the board and presided over by the chairman of the board. Where the chairman fails to perform or refuses to perform his duties, the vice-chairman shall preside over the meeting. If the vice-chairman fails to perform or refuses to perform his duties, a director elected by at least half of all the directors shall preside over such meeting." |

| No. | Article No. | Original Clause   | Revised Clause   | Basis of amendments/remarks  |
|-----|-------------|---|--|--|
| 9   | 103         | <p>Methods and procedures of the nomination of directors and supervisors are as follows:</p> <p>1. Any shareholder who holds by himself or jointly with others 5% or more of the total number of voting shares of the Bank may, by submitting a written proposal to the shareholders' meeting, recommend candidates for directors and candidates for supervisors other than those to be appointed from employees, provided the number of candidates nominated shall be in accordance with the provisions of the Articles and not exceed the number to be elected. Such proposal submitted by a shareholder to the Bank shall be served to the Bank at least fourteen days prior to the convening of the shareholders' meeting.</p> <p>2. List of candidates for directors and supervisors to be appointed from shareholders may be recommended respectively by the board of directors and the board of supervisors within the number of candidates stipulated in the Articles and according to the number to be elected. Based on the nomination of the board of directors, the Personnel and Remuneration Committee shall preliminarily review the qualifications and conditions of candidates for directors, and refer those qualified candidates to the board of directors for further examination. The board of supervisors shall review and examine the qualification and conditions of candidates for supervisors. After the board of directors' and the board of supervisors' approval by resolutions, the candidates shall be referred to shareholders' meeting in written proposals.</p> | <p>Methods and procedures of the nomination of directors and supervisors are as follows:</p> <p>1. Any shareholder who holds by himself or jointly with others <u>3%</u> or more of the total number of voting shares of the Bank may, by submitting a written proposal to the shareholders' meeting, recommend candidates for directors and candidates for supervisors other than those to be appointed from employees, provided the number of candidates nominated shall be in accordance with the provisions of the Articles and not exceed the number to be elected. Such proposal submitted by a shareholder to the Bank shall be served to the Bank at least fourteen days prior to the convening of the shareholders' meeting.</p> <p>2. List of candidates for directors and supervisors other than those to be appointed from employees may be recommended respectively by the board of directors and the board of supervisors within the number of candidates stipulated in the Articles and according to the number to be elected. Based on the nomination of the board of directors, the Personnel and Remuneration Committee shall preliminarily review the qualifications and conditions of candidates for directors, and refer those qualified candidates to the board of directors for further examination. The board of supervisors shall review and examine the qualification and conditions of candidates for supervisors. After the board of directors' and the board of supervisors' approval by resolutions, the candidates shall be referred to shareholders' meeting in written proposals.</p> | <p>Article 45 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that: "A commercial bank shall stipulate in the Articles of Association that the general procedures for the nomination and election of directors are listed as follows:</p> <p>(1) The nomination committee of the board of directors may submit a list of candidates in accordance with the number of directors to be appointed, not exceeding the total numbers as stipulated in the Articles of Association. Any shareholder who holds 3% or more of the total voting shares of the Bank (or a group of shareholders who hold in aggregate 3% or more of the total voting shares of the Bank), shall have the right to recommend candidates for directors to the board.</p> |
|     |             |   | <p>2. List of candidates for directors and supervisors other than those to be appointed from employees may be recommended respectively by the board of directors and the board of supervisors within the number of candidates stipulated in the Articles and according to the number to be elected. Based on the nomination of the board of directors, the Personnel and Remuneration Committee shall preliminarily review the qualifications and conditions of candidates for directors, and refer those qualified candidates to the board of directors for further examination. The board of supervisors shall review and examine the qualification and conditions of candidates for supervisors. After the board of directors' and the board of supervisors' approval by resolutions, the candidates shall be referred to shareholders' meeting in written proposals.</p>   | <p>(2) The nomination committee shall conduct preliminary review of the director candidates in terms of their qualifications for the position and submit the qualified candidates for the board review. Following the board review, the list of candidates who have passed such board review shall be submitted to the general meeting of shareholders in the form of written proposals.</p>   |
|     |             |   |  | <p>(3) Prior to the convening of the general meeting of shareholders, director candidates shall undertake in writing to accept the nomination, guarantee the accuracy and completeness of the disclosed information, and endeavors to fulfill the directors' obligations after election.</p>   |

| No. | Original Clause  | Revised Clause  | Basis of amendments/remarks   |
|-----|--|---|---|
|     | <p>3. The recommendation of independent directors shall be in compliance with Article 135 of the Articles.</p> <p>4. Written notices on the intention to nominate candidates for directors and supervisors and the notice of the candidates' acceptance of such nomination and relevant written documents on the information of the candidates shall be delivered to the Bank at least seven days prior to the convening of the shareholders' meeting. The board of directors and the board of supervisors shall provide CVs and basic information of the candidates for the directors and supervisors to the shareholders.</p> <p>5. The time period for the delivery of the aforesaid notices and documents (calculating commencing on the date after the delivery of the notice of the shareholders' meeting) shall be no less than seven (7) days.</p> <p>6. Shareholders' meeting shall vote on each candidate for director and supervisor separately.</p> <p>7. When directors and supervisors need to be added or filled temporarily, the board of directors and the board of supervisors shall raise the proposal and suggest the shareholders' meeting to elect or replace.</p> | <p>3. The recommendation of independent directors shall be in compliance with Article 135 of the Articles. Nomination of external supervisors shall be made in accordance with Article 174 of the Articles.</p> <p>4. Prior to the convening of a shareholders' meeting, the candidates for directors or supervisors shall undertake in writing to accept the nomination, guarantee the accuracy and completeness of the disclosed materials, and to fulfill the obligations of the directors or the supervisors after being elected. Such undertakings in writing and other written materials in connection with such candidates shall be delivered to the Bank at least seven (7) days prior to the shareholders' meeting. The board of directors or the board of supervisors shall disclose to the shareholders detailed information on candidates for directors or supervisors in accordance with relevant laws, regulations and the Articles prior to the convening of the shareholders' meeting to ensure that the shareholders have sufficient knowledge of the candidates before they vote.</p> <p>5. The time period for the delivery of the written undertakings and materials as described in Paragraph 4 above (calculating commencing on the date after the delivery of the notice of the shareholders' meeting) shall be no less than seven (7) days.</p> | <p>(4) The board of directors shall disclose detailed information on director candidates to shareholders in accordance with relevant laws, regulations and the bank's Articles of Association prior to the convening of the general meeting of shareholders to ensure that shareholders have sufficient knowledge about the candidates before they vote.</p> <p>(5) The general meeting of shareholders shall vote on each candidate for director separately.</p> <p>(6) If any additional director is to be appointed or any vacancy in the board of directors is to be filled on an ad hoc basis, the nomination committee or any shareholder or shareholders qualified for nomination may submit proposals to the board of directors, and such director shall be elected or replaced by the general meeting of shareholders."</p> <p>Article 59 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that: "The nomination and election procedures of shareholder representative supervisors and external supervisors shall refer to those of directors and independent directors."</p> |



| No. | Article No. | Original Clause  | Revised Clause  | Basis of amendments/remarks  |
|-----|-------------|--|---|--|
|     |             |  | <p>6. Shareholders' meeting shall vote on each candidate for director and supervisor separately.</p> <p>7. When directors, shareholder representative supervisors and external supervisors need to be added or filled on an ad hoc basis, the board of directors, the board of supervisors and shareholders qualified for nomination may raise the proposal and suggest the shareholders' meeting to elect or replace.</p>  |  |
| 10  | 132         | <p>The term "independent director of the Bank" means a director who does not hold any position in the Bank other than as a director and who has no relationship with the bank and its principal shareholders (the shareholders who individually or jointly with others holding 5% or more of the total voting shares of the Bank) that may impair his/her independent decision making and objective judgments. Independent directors shall be elected and appointed from domestic and overseas well-known persons who are professionally qualified with a good creditability and reputation, and shall also satisfy the following conditions:</p> <p>.....</p> | <p>The term "independent director of the Bank" means a director who does not hold any position in the Bank other than as a director and who has no relationship with the bank and its major shareholders that may impair his/her independent decision making and objective judgments. An independent director may not concurrently hold positions in more than two commercial banks.</p> <p>Independent directors shall be elected and appointed from domestic and overseas well-known persons who are professionally qualified with a good creditability and reputation, and shall also satisfy the following conditions:</p> <p>.....</p> | <p>Definition of "major shareholders" has been moved to Article 60.</p> <p>Article 50 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that: "A commercial bank shall stipulate in the Articles of Association that independent directors shall not serve more than two commercial banks at the same time".</p> |

| No. | Article No. | Original Clause  | Revised Clause  | Basis of amendments/remarks  |
|-----|-------------|--|---|--|
| 11  | 136         | <p>The appointment of independent directors shall be submitted to the China Banking Regulatory Commission for a qualification review and be examined and verified as per the requirements of the securities regulatory authorities at the place where listing is to be made before the independent shareholders take the posts. Independent directors shall make a statement to the board of directors of the Bank before taking the posts, undertaking to have sufficient time and energy to perform their duties in the manner of due diligence.</p> | <p>The appointment of independent directors shall be submitted to the China Banking Regulatory Commission for a qualification review and be examined and verified as per the requirements of the securities regulatory authorities at the place where listing is to be made before the independent shareholders take the posts. Independent directors shall make a statement to the board of directors of the Bank before taking the posts, undertaking to have sufficient time and energy to perform their duties in the manner of due diligence.</p> <p><u>Independent directors shall work no less than fifteen (15) business days per year at the Bank.</u></p> | <p>Clause 1 of Article 55 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that: "A commercial bank shall stipulate in the Articles of Association that independent directors shall work no less than fifteen (15) business days per year at the commercial bank".</p>  |
| 12  | 137         | <p>The term of office of independent directors shall be three (3) years. An independent director may serve no more than two consecutive terms if re-elected upon the expiration of his/her term.</p>   | <p>The term of office of independent directors shall be three (3) years. An independent director can be re-elected upon term expiration. <u>An independent director shall not serve as an independent director of the Bank for more than six (6) years in aggregate.</u></p>  | <p>Article 47 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that: "The term of office of directors shall be stipulated in the Articles of Association of commercial banks, provided that each term shall not be more than three years. Directors can be re-elected upon term expiration. Independent directors cannot serve more than six years in the same commercial bank on an aggregated basis."</p> |

| No. | Article No. | Original Clause   | Revised Clause  | Basis of amendments/remarks   |
|-----|-------------|---|---|---|
| 13  | 138         | <p>In addition to the functions and powers granted to the directors of the Bank, independent directors shall be granted the following special functions and powers:</p> <p>.....</p> <p>4. independent directors shall especially pay attention to the following issues when giving independent opinions:</p> <p>(1) the plan of profit distribution and the amendment to the profit distribution policy;</p> <p>(2) the appointment and dismissal of senior management personnel;</p> <p>(3) events which may cause severe damage to the Bank;</p> <p>(4) events which may cause damage to the interest of depositors and medium and minority shareholders;</p> <p>.....</p> | <p>In addition to the functions and powers granted to the directors of the Bank, independent directors shall be granted the following special functions and powers:</p> <p>.....</p> <p>4. <u>independent directors shall express objective, impartial and independent opinions on issues discussed and reviewed at the board meeting, focusing on the following:</u></p> <p>(1) <u>the legitimacy and fairness of significant connected transactions;</u></p> <p>(2) <u>the plan of profit distribution and the amendment to the profit distribution policy;</u></p> <p>(3) <u>the appointment and dismissal of senior management personnel;</u></p> <p>(4) <u>events which may cause severe damage to the Bank;</u></p> <p>(5) <u>events which may cause damage to the legal rights and interests of depositors, medium and minority shareholders and other stakeholders;</u></p> <p>(6) <u>the appointment of external auditors, etc.</u></p> <p>.....</p> | <p>Article 54 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that: "Independent directors should express objective, impartial and independent opinions on issues discussed at the board meeting, focusing on the following:</p> <p>(1) The legitimacy and fairness of major connected transactions;</p> <p>(2) Profit distribution plan;</p> <p>(3) The appointment and dismissal of senior management;</p> <p>(4) Matters which may result in significant losses of a commercial bank;</p> <p>(5) Matters which may cause damage to the legal rights and interests of depositors, medium and minority shareholders and other stakeholders;</p> <p>(6) The appointment of external auditors, etc."</p> |

| No. | Article No. | Original Clause  | Revised Clause   | Basis of amendments/remarks  |
|-----|-------------|--|--|--|
| 14  | 144         | The board of directors shall formulate the procedures of the board of directors in order to ensure work efficiency and scientific decision making of the Board.  | The board of directors shall formulate comprehensive procedural rules of the board of directors, including meeting notice, meeting convening, document preparation, voting procedures, proposing mechanism, meeting minutes and endorsement, authorization rules and so on, and submit the same to the shareholders' meeting for approval before its implementation, in order to ensure work efficiency and scientific decision making of the board. | Article 27 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that: "The board of directors shall formulate comprehensive procedural rules of the board of directors and specify the following in the Articles of Association: meeting notice, meeting convening, document preparation, voting procedures, proposition mechanism, meeting minutes and endorsement, authorization rules and so on and submit such rules of procedure to the general meeting of shareholders for approval." |
| 15  | 150         | Meetings of the board of directors shall be held at least four times a year. Meetings of the board of directors shall be convened by the chairman of the board. Meeting notice shall be served in writing fourteen (14) days and other relevant documents shall be served ten (10) days before the meeting is held to all the directors and supervisors. | The board of directors shall hold at least one regular meeting each quarter. Meetings of the board of directors shall be convened by the chairman of the board. Meeting notice shall be served in writing fourteen (14) days and other relevant documents shall be served ten (10) days before the meeting is held to all the directors and supervisors.   | Article 26 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that: "The board of directors shall hold at least one regular meeting each quarter. The articles of association of a commercial bank shall contain the provisions in relation to convening of extraordinary board meetings."  |

| No. | Article No. | Original Clause  | Revised Clause   | Basis of amendments/remarks   |
|-----|-------------|--|--|---|
| 16  | 156         | <p>Resolutions by the board of directors may be passed by the affirmative vote of more than half of the directors except for the following matters which shall require the affirmative votes of at least two-thirds of the directors and may not be voted by means of written resolutions:</p> <ol style="list-style-type: none"> <li>1. profit distribution or loss make-up plans;</li> <li>2. risk capital distribution plan;</li> <li>3. the increase or reduction of registered capital of the Bank or the issuance or public listing plans of other securities or issuance of bonds;</li> <li>4. material acquisition, repurchase of the Bank's shares or merger, division and dissolution;</li> <li>5. substantial investment or disposal of substantial assets;</li> <li>6. the annual financial budgets and final accounts of the Bank;</li> <li>7. the amendments to this Articles;</li> <li>8. proposal to shareholders' meeting in respect of the appointment, re-appointment or replacement of the accounting firm who performs audit for the Bank;</li> </ol> | <p>Resolutions by the board of directors may be passed by the affirmative vote of more than half of the directors except for the following matters which shall require the affirmative votes of at least two-thirds of the directors and may not be voted by means of written resolutions:</p> <ol style="list-style-type: none"> <li>1. profit distribution or loss make-up plans;</li> <li>2. risk capital distribution plan;</li> <li>3. <u>capital replenishment plan</u>;</li> <li>4. the increase or reduction of registered capital of the Bank or the issuance or public listing plans of other securities or issuance of bonds;</li> <li>5. material acquisition, repurchase of the Bank's shares or merger, division and dissolution;</li> <li>6. substantial investment or disposal of substantial assets;</li> <li>7. <u>financial restructuring</u>;</li> <li>8. the annual financial budgets and final accounts of the Bank;</li> <li>9. the amendments to this Articles;</li> </ol> | <p>Article 29 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "...It shall be stipulated in the articles of association of commercial banks that substantial matters such as profit distribution plan, major investment plan, major asset disposal plan, appointment or dismissal of senior management personnel, capital replenishment plan, major changes in equity and financial restructuring shall not be voted through correspondence, and shall be approved by at least two thirds of votes from the directors."</p> |

| No. | Article No. | Original Clause   | Revised Clause   | Basis of amendments/remarks  |
|-----|-------------|---|--|--|
|     |             | <p>9. recruitment or dismissal of senior managers, etc.;</p> <p>10. the remuneration strategy of the senior management personnel of the Bank, the performance evaluation of the senior management personnel and material awards and punishment thereof;</p> <p>11. other affairs that the board deems as in conflict with the material interest of shareholders or directors.</p> | <p>10. proposal to shareholders' meeting in respect of the appointment, re-appointment or replacement of the accounting firm who performs audit for the Bank;</p> <p>11. recruitment or dismissal of senior managers, etc.;</p> <p>12. the remuneration strategy of the senior management personnel of the Bank, the performance evaluation of the senior management personnel and material awards and punishment thereof;</p> <p>13. other affairs that the board deems as in conflict with the material interest of shareholders or directors.</p> |  |
| 17  | 157         | <p>Meetings of the board of directors shall be attended by the directors personally. If a director cannot attend a meeting for any reason, he/she may entrust in writing other director to attend the meeting on his/her behalf.</p> <p>.....</p>   | <p>Meetings of the board of directors shall be attended by the directors personally. If a director cannot attend a meeting for any reason, he/she may entrust in writing other director of the same category to attend the meeting on his/her behalf.</p> <p>.....</p>   | <p>Article 51 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "Directors shall commit sufficient time to performing duties. A director shall attend in person at least two thirds of the board meetings annually. A director who is unable to attend board meetings can delegate in writing another director of the same category to attend the meeting as his/her proxy."</p> |

| No. | Article No. | Original Clause   | Revised Clause  | Basis of amendments/remarks   |
|-----|-------------|---|---|---|
| 18  | 160         | <p>The minutes of a board meeting shall include the following:</p> <ol style="list-style-type: none"> <li>1. The date, venue and name of the convener of the meeting;</li> <li>2. The names of directors and the names of other entrusted directors (proxies) attending the board meeting;</li> <li>3. Agenda of the meeting;</li> </ol> <p>.....</p> | <p>The minutes of a board meeting shall include the following:</p> <ol style="list-style-type: none"> <li>1. The date, venue and name of the convener of the meeting;</li> <li>2. The names of directors and the names of other entrusted directors (proxies) attending the board meeting;</li> <li>3. Agenda of the meeting <u>and the parties making proposals;</u></li> </ol> <p>.....</p> | <p>Article 27 of the Guidelines on Corporate Governance of Commercial Banks: The board of directors shall "expressly record the parties making proposals in minutes of board meetings."</p> |

| No. | Article No. | Original Clause   | Revised Clause   | Basis of amendments/remarks   |
|-----|-------------|---|--|---|
| 19  | 164         | <p>The main duties of the Risk Policy Committee are:</p> <p>1. To review and formulate the Bank's risk management strategies, substantial risk management policies and procedures and system, and to advise the board so as to make sure that the risk management policies and procedures are uniformly abided by in the Bank internally;</p> <p>.....</p> <p>5. To examine the risk management status; regularly evaluate implementation status of risk management and internal control by the management group, functional departments and entities; regularly hear the reports from the aforesaid departments and propose requests for improvement;</p> <p>.....</p> | <p>The main duties of the Risk Policy Committee are:</p> <p>1. To review and formulate the Bank's risk management strategies, substantial risk management policies and procedures and system; to discuss with the management on the risk management procedures and system, and put forward relevant improvement suggestions, to make sure that the risk management policies, procedures and system are uniformly abided by in the Bank internally;</p> <p>.....</p> <p>5. To examine the risk management status and re-examine the risk management procedures and system; regularly hear and evaluate the reports on implementation status of risk management and internal control responsibilities by the management, functional departments and institutions, and put forward improvement proposals;</p> <p>.....</p> <p>7. to consider major investigation findings on risk management matters as delegated by the board or on its own initiative and management's response to these findings;</p> <p>.....</p> | <p>It is revised according to the latest regulatory requirements provided in the <i>Corporate Governance Code</i> and <i>Corporate Governance Report</i> in Appendix 14 to the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong</i>.</p> |



| No. | Article No. | Original Clause  | Revised Clause   | Basis of amendments/remarks  |
|-----|-------------|--|--|--|
| 20  | 166         | <p>The main duties of the Personnel and Remuneration Committee are:</p> <p>.....</p> <p>7. To hear and examine, urge and supervise the remuneration and incentive policies; hear and examine the remuneration distribution plan and incentive plan of directors, supervisors and senior management personnel, and advise the board accordingly; establish the evaluation standards for the evaluation of senior management personnel; appraise the directors' implementation of their duties; and</p> <p>.....</p> | <p>The main duties of the Personnel and Remuneration Committee are:</p> <p>.....</p> <p>7. To hear and examine, urge and supervise the remuneration and incentive policies; hear and examine the remuneration distribution plan and incentive plan of <u>directors and senior management personnel</u>, and advise the board accordingly; establish the evaluation standards for the evaluation of senior management personnel; appraise the directors' implementation of their duties; and</p> <p>.....</p> | <p>Article 22 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "The remuneration committee shall be responsible for reviewing the overall remuneration management system and policies of the bank, developing remuneration plans for directors and senior management personnel, making proposals to the board of directors in relation to remuneration plans, and supervising the implementation of such plans."</p> <p>Article 64 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "Remuneration of supervisors shall be determined by the shareholders meeting. The board of directors shall not interfere with determination of remuneration of supervisors."</p> |
| 21  | 168         | <p>Each special committee may engage intermediate agencies to issue professional opinions and the relevant cost will be borne by the Bank.</p>   | <p>Each special committee may engage intermediate agencies to issue professional opinions and the relevant cost will be borne by the Bank.</p> <p><u>A director who serves as the president of the Audit Committee, the Connected Transaction Control Committee or the Risk Policy Committee shall work at the Bank for at least twenty-five (25) business days each year.</u></p>   | <p>Clause 2 of Article 55 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "The articles of association of commercial banks shall provide that an independent director shall work at the commercial bank for at least 15 business days each year. A director who serves as the president of the Audit Committee, the Connected Transaction Control Committee or the Risk Management Committee shall work at the commercial bank for at least 25 business days each year."</p>   |

| No. | Article No. | Original Clause  | Revised Clause  | Basis of amendments/remarks  |
|-----|-------------|--|---|--|
| 22  | 171         | <p>The major duties of the board secretary shall be:</p> <p>.....</p> <p>2. To be responsible for relevant organization and preparation work for the board of directors meeting and the shareholders' meeting; to be responsible for taking minutes of the meetings; to ensure the resolution and the decisions made in the meeting in compliance with legal procedures; to proactively monitor the implementation of the board resolutions and to reply to directors in respect of questions concerning relevant meeting procedures and applicable rules;</p> <p>3. To ensure that the Bank keeps complete organizational documents and records;</p> <p>4. To ensure that the Bank prepares and submits according to law the documents and reports required by relevant authorities;</p> <p>5. To keep the list of shareholders, the seal of the board of directors and other relevant information and to handle matters related to management of the equity shares of the Bank and registration of trusteeship; to ensure that the Bank's register of shareholders is properly established and that persons entitled to relevant records and documents of the Bank could obtain such records and documents in a timely manner;</p> | <p>The major duties of the board secretary shall be:</p> <p>.....</p> <p>2. To organize, prepare for and attend the board of directors meeting and the shareholders' meeting; to be responsible for taking and signing minutes of board meetings; to ensure the resolution and the decisions are made in the meeting in compliance with legal procedures; to proactively monitor the implementation of the board resolutions and to reply to directors in respect of questions concerning relevant meeting procedures and applicable rules;</p> <p>3. To attend meetings of the board of supervisors and relevant meetings of the senior management personnel;</p> <p>4. To ensure that the Bank keeps complete organizational documents and records;</p> <p>5. To ensure that the Bank prepares and submits according to law the documents and reports required by relevant authorities;</p> | <p>Article 3.2.2 of the <i>Listing Rules of Shanghai Stock Exchange</i>: "The board secretary shall be accountable to the listed company and its board of directors and have the following duties: ... (3) To organize and prepare for board meetings and shareholders meetings; to attend shareholders meetings, board meetings, supervisors meetings and relevant meetings of senior management personnel; to be responsible for taking and signing minutes of board meetings;..."</p> |

| No. | Article No. | Original Clause   | Revised Clause   | Basis of amendments/remarks |
|-----|-------------|---|--|-----------------------------|
|     | 6.          | To be responsible for information disclosure of the Bank and to assure the Bank's information disclosures are timely, accurate, legal, true and complete;   | To keep the list of shareholders, the seal of the board of directors and other relevant information and to handle matters related to management of the equity shares of the Bank and registration of trusteeship; to ensure that the Bank's register of shareholders is properly established and that persons entitled to relevant records and documents of the Bank could obtain such records and documents in a timely manner; |                             |
|     | 7.          | To assist the special committees established under the board of directors to exercise their delegated authorities;  | To be responsible for information disclosure of the Bank and to assure the Bank's information disclosures are timely, accurate, legal, true and complete;  |                             |
|     | 8.          | To be responsible for organization of market promotion; to coordinate with visits and reception work; to deal with investors' relationship; to maintain relationship with regulatory authorities, investors and intermediate agencies; to coordinate public relationship; | To assist the special committees established under the board of directors to exercise their delegated authorities;   |                             |
|     | 9.          | To consult and advise on significant strategic decisions of the Bank;   | To be responsible for organization of market promotion; to coordinate with visits and reception work; to deal with investors' relationship; to maintain relationship with regulatory authorities, investors and intermediate agencies; to coordinate public relationship;  |                             |
|     | 10.         | Other duties set forth in the Articles.   | To consult and advise on significant strategic decisions of the Bank;  |                             |
|     | 11.         |   | To organize and assist the directors of the Bank with relevant trainings in accordance with applicable laws, regulations and rules of competent securities regulatory authorities of the jurisdiction where the stocks of the Bank are listed; and   |                             |
|     | 12.         |   | Other duties set forth in the Articles or authorized by the board of directors.  |                             |

| No. | Article No. | Original Clause  | Revised Clause   | Basis of amendments/remarks   |
|-----|-------------|--|--|---|
| 23  | 174         | <p>The board of supervisors shall be composed of representatives of employees, external supervisors and supervisors designated by shareholders. The supervisors represented by employees of the Bank shall account for no less than one-third of all the supervisors of the Bank, and the board of supervisors shall have at least two (2) external supervisors.</p> <p>The external supervisor shall mean a supervisor who does not hold any position in the Bank other than supervisor and who has no relationship with the Bank and its principal shareholders that may impair his/her independent decision making and objective judgments. The provisions in Chapter 10 of the Articles regarding the qualification, nomination, election and replacement of independent directors shall also apply to external supervisors.</p> <p>The supervisors shall diligently perform their supervisory functions in accordance with laws, administrative regulations and the Articles.</p> | <p>The board of supervisors shall be composed of representatives of employees, external supervisors and supervisors designated by shareholders. <u>The employee representative supervisors and the external supervisors shall account for no less than one-third of all the supervisors of the Bank respectively.</u></p> <p><u>External supervisors shall be nominated by the board of supervisors, or by a shareholder holding (or a group of shareholders holding in aggregate) at least 1% of voting shares of the Bank.</u></p> <p>The external supervisor shall mean a supervisor who does not hold any position in the Bank other than supervisor and who has no relationship with the Bank and its major shareholders that may impair his/her independent decision making and objective judgments. <u>Unless otherwise provided in this Chapter, the provisions in Chapter 10 of the Articles regarding the qualification, nomination, election and replacement of independent directors shall also apply to external supervisors.</u></p> <p>The supervisors shall diligently perform their supervisory functions in accordance with laws, administrative regulations and the Articles.</p> | <p>Article 5 of the <i>Guidelines for Working of Board of Supervisors of Commercial Banks</i>: "A commercial bank shall have a board of supervisors in accordance with applicable laws and regulations. The number and composition of the board of supervisors shall be determined in accordance with the asset scale, business and shareholding structure of the commercial bank. The board of supervisors shall consist of three to thirteen members, including supervisors representing shareholders, supervisors representing employees, and external supervisors, in which supervisors representing employees shall account for at least one third of all supervisors of the bank, and external supervisors shall account for at least one third of all supervisors of the bank.</p> <p>Article 6 of the <i>Guidelines for Working of Board of Supervisors of Commercial Banks</i>: "Supervisors representing shareholders shall be nominated by the board of supervisors, or a shareholder holding (or a group of shareholders holding in aggregate) at least 3% of voting shares of the bank. External supervisors shall be nominated by the board of supervisors, or a shareholder holding (or a group of shareholders holding in aggregate) at least 1% of voting shares of the bank. Supervisors representing employees shall be nominated by the board of supervisors or the trade union."</p> |

| No. | Article No. | Original Clause  | Revised Clause   | Basis of amendments/remarks   |
|-----|-------------|--|--|---|
| 24  | 176         | <p>The term of office of each supervisor shall be three (3) years. A supervisor may serve consecutive terms if reelected upon the expiration of his/her term. Shareholder's representative supervisors and external supervisors shall be elected and replaced by the shareholders' meeting and supervisors who are representatives of employees shall be elected and replaced by the employees' meeting and supervisors who are representatives of employees shall be elected and replaced by the employees' representative congress. The qualification of supervisor shall be subject to the examination and approval of China Banking Regulatory Commission.</p> | <p>The term of office of each supervisor shall be three (3) years. A supervisor may serve consecutive terms if reelected upon the expiration of his/her term. <u>A person may not serve as an external supervisor of the Bank for more than six (6) years in aggregate.</u> Shareholder's representative supervisors and external supervisors shall be elected and replaced by the shareholders' meeting and supervisors who are representatives of employees shall be elected and replaced by the employees' representative congress.</p> | <p>Article 60 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "The term of office of each supervisor shall be three (3) years. A supervisor may serve consecutive terms if reelected upon the expiration of his/her term. A person may not serve as an external supervisor of a commercial bank for more than 6 years in aggregate".</p> <p>It is not required, whether under the <i>Guidelines on Corporate Governance of Commercial Banks</i> or the <i>Implementation Rules for Matters of Chinese-Owned Commercial Banks Subject to Administrative Licensing</i>, that "the qualification of a supervisor shall be subject to examination or approval of China Banking Regulatory Commission". It should be deleted.</p>  |
| 25  | 181         | <p>The board of supervisors is the supervisory authority of the Bank, and shall be responsible to the shareholders' meeting and perform the following duties:</p> <ol style="list-style-type: none"> <li>1. to examine and supervise the financial activities of the Bank;</li> <li>2. to supervise the performance of duties by the directors and senior management personnel of the Bank, and to propose the employment and dismissal of the directors and senior management personnel who violate laws, administrative regulations, the Articles or resolutions of the general shareholders' meeting;</li> </ol>  | <p>The board of supervisors is the supervisory authority of the Bank, and shall be responsible to the shareholders' meeting and perform the following duties:</p> <ol style="list-style-type: none"> <li>1. <u>to supervise the board of directors to establish a stable operation concept, principles of values and a development strategy suitable for the Bank;</u></li> <li>2. to examine and supervise the financial activities of the Bank;</li> </ol>   | <p>Article 32 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>: "The board of supervisors is the internal supervisory authority of the bank, and shall be responsible to the shareholders' meeting and, in addition to the duties provided under applicable laws and regulations (including the Company Law) and the articles of association of the bank, focus on the following matters: (1) to supervise the board of directors to establish a stable operation concept, principles of values and a development strategy suitable for the bank; (2) to regularly evaluate the appropriateness, reasonableness and effectiveness of the development strategy developed by the board of directors and make evaluation reports thereon; (3) to supervise and examine the</p> |

| No. | Original Clause   | Revised Clause   | Basis of amendments/remarks   |
|-----|---|--|---|
|     | <p>3. to require the directors, the president, and other senior management personnel to correct any act that is harmful to the Bank's interests;</p> <p>4. to audit the directors and senior management personnel who intend to leave their posts, if necessary;</p> <p>5. to audit the business decision-making, risk management and internal control of the Bank if necessary;</p> <p>6. to verify financial information such as financial reports, business reports, profit distribution plans, etc. that the board of directors intends to submit to the shareholders' meeting and, if in doubt, to be able to appoint, in the name of the Bank, a certified accountant or practicing auditor to assist in reviewing such information;</p> <p>7. to make enquiries of the directors, the chairman of the board of directors, and senior management personnel;</p> | <p>3. <u>to supervise the performance of duties by the directors, supervisors and senior management personnel of the Bank, to supervise the election and appointment procedures of directors, to conduct comprehensive appraisal on performance of duties by the directors, supervisors and senior management personnel, and to propose the employment and dismissal of the directors and senior management personnel who violate laws, administrative regulations, the Articles or resolutions of the shareholders' meeting;</u></p> <p>4. to require the directors, the president, and other senior management personnel to correct any act that is harmful to the Bank's interests;</p> <p>5. to audit the directors and senior management personnel who intend to leave their posts, if necessary;</p> <p>6. to audit the business decision-making, risk management and internal control of the Bank if necessary;</p> <p>7. to verify financial information such as financial reports, business reports, profit distribution plans, etc. that the board of directors intends to submit to the shareholders' meeting and, if in doubt, to be able to appoint, in the name of the Bank, a certified accountant or practicing auditor to assist in reviewing such information;</p> | <p>decision-making, risk management and internal control matters of the bank, and require rectification of any non-compliance issues in relation to such matters; (4) to supervise the election and appointment procedures of directors; (5) to conduct comprehensive appraisal on performance of duties by the directors, supervisors and senior management personnel; (6) to supervise the appropriateness and reasonableness of the remuneration management system and policies of the bank and the remuneration plan for senior management personnel; and (7) to regularly communicate with the banking regulatory authorities in relation to situations of the commercial bank."</p> <p>Article 44 of the <i>Guidelines for Working of Board of supervisors of Commercial Banks</i>: "Remuneration (allowance) arrangement for supervisors shall be proposed by the board of supervisors and determined by the general meeting or shareholders meeting. A supervisor shall be excluded from participating in making decisions on his/her own performance appraisal or remuneration (or allowance), except for the self-appraisal procedure during such performance appraisal."</p> |

| No. | Article No. | Original Clause  | Revised Clause  | Basis of amendments/remarks |
|-----|-------------|--|---|-----------------------------|
|     |             | <p>8. to propose to convene an extraordinary shareholders' meeting, and to convene and preside over a shareholders' meeting when the board of directors fails to perform its duty of convening and presiding over such meeting under the Company Law;</p> <p>9. to make proposals to the shareholders' meetings;</p> <p>10. to represent the Bank in negotiating with or instituting legal proceedings against a director or senior management personnel; and</p> <p>11. other duties provided for in laws, administrative regulations and the Articles or authorized by the shareholders' meetings.</p> | <p>8. to make enquiries of the directors, the chairman of the board of directors, and senior management personnel;</p> <p>9. <u>to supervise the appropriateness and reasonableness of the remuneration management system and policies of the Bank and the remuneration plan for senior management personnel; to make proposals in relation to remunerations (or allowances) of supervisors, and submit the same to the shareholders' meeting for consideration;</u></p> <p>10. to propose to convene an extraordinary shareholders' meeting, and to convene and preside over a shareholders' meeting when the board of directors fails to perform its duty of convening and presiding over such meeting under the Company Law;</p> <p>11. to make proposals to the shareholders' meetings;</p> <p>12. to represent the Bank in negotiating with or instituting legal proceedings against a director or senior management personnel; and</p> <p>13. other duties provided for in laws, administrative regulations and the Articles or authorized by the shareholders' meetings.</p> |                             |

| No. | Article No. | Original Clause  | Revised Clause   | Basis of amendments/remarks   |
|-----|-------------|--|--|---|
| 26  | 185         | The board of supervisors shall hold at least one (1) meeting every six months and four (4) meetings per year.  | The board of supervisors shall hold at least one (1) meeting per quarter.  | Article 36 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that "The board of supervisors shall hold at least one meeting per quarter. Additional ad-hoc meetings may be convened in accordance with appropriate provisions in the bank's Articles of Association."   |
| 27  | 191         | Should a supervisor fail to attend two consecutive meetings of the board of supervisors personally and to appoint other supervisors to attend on his/her behalf, the supervisor shall be deemed to be incompetent to perform his/her duties. | Should a supervisor fail to attend two consecutive meetings of the board of supervisors personally and to appoint other supervisors to attend on his/her behalf, or should a supervisor fail to attend at least two-thirds of meetings of the board of supervisors personally in a year, the supervisor shall be deemed to be incompetent to perform his/her duties and the board of supervisors shall propose that the supervisor be dismissed by the shareholders' meeting or the employee representative meeting.<br><br>Supervisors representing shareholders and external supervisors shall work at least fifteen (15) working days at the Bank per year. | Article 62 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provides that "A supervisor that fails to attend in person or entrust other supervisor to attend the board of supervisors meetings twice consecutively, or fails to attend at least two thirds of board of supervisors meetings in person in a year, he/she will be regarded as failing to perform duties, and the board of supervisors shall suggest the shareholders' general meeting or the shareholders' meeting to remove him/her from office. Shareholder representative supervisors and external supervisors shall work at least 15 working days in a commercial bank per year..." |



| No. | Article No. | Original Clause   | Revised Clause  | Basis of amendments/remarks  |
|-----|-------------|---|---|--|
| 28  | 194         | Supervisors may vote and adopt resolutions at a meeting of the board of supervisors by telecommunication means, subject to the full and adequate expression of opinions by each supervisor and the signature on such resolutions by all supervisors attending such meeting. | A meeting of the board of supervisors may be held and resolutions be made physically on the site or through telecommunication methods such as telephone conference, video conference and adoption of written resolutions. The resolutions shall be signed by the supervisors attending the meeting. Specific requirements on the methods of convening a meeting of the board of supervisors shall be implemented pursuant to Article 155 of the Articles. | Such amendments follow Article 155 of the Articles of the Bank and Article 22 of the Procedures for board of supervisors.  |
| 29  | 208         | In accordance with relevant regulations of the China Banking Regulatory Commission, the qualifications of the Bank's directors, supervisors, president and other senior management personnel shall be examined and approved by the China Banking Regulatory Commission.     | In accordance with relevant regulations of the China Banking Regulatory Commission, the qualifications of the Bank's directors, president and other senior management personnel shall be examined and approved by the China Banking Regulatory Commission.  | Articles 47 and 65 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> provide respectively that the qualifications of directors and senior management personnel shall be verified by the banking regulator.<br><br>Neither the <i>Guidelines on Corporate Governance of Commercial Banks nor the Implementation Rules for Matters of Chinese-Owned Commercial Banks Subject to Administrative Licensing</i> provides that "the qualifications of supervisors shall be verified by the banking regulator". It is suggested that supervisors be deleted. |