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中 信 銀 行 股 份 有 限 公 司

China CITIC Bank Corporation Limited

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

(Stock Code: 998)

ANNOUNCEMENT

ON

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

APPOINTMENT OF VICE PRESIDENT

AND

APPOINTMENT OF CHIEF RISK DIRECTOR

The Board of Directors (the “**Board**”) of China CITIC Bank Corporation Limited (the “**Bank**”) is pleased to announce the passing of the resolutions of, among others, amendments to the articles of association of the Bank (the “**Articles of Association**”), appointment of non-executive director, appointment of vice president and appointment of chief risk director, at the meeting of the fourth session of the Board convened on 22 March 2017. The details of the above-mentioned resolutions are as follows:

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the Bank's needs and regulatory requirements, the Board has resolved to make certain amendments to the Articles of Associations. Details regarding the proposed amendments and explanatory notes are set out in Appendix 1 of this announcement.

The proposed amendments to the Articles of Associations are subject to the approvals by the shareholders of the Bank at the general meeting as well as by the China Banking Regulatory Commission (“**CBRC**”). A circular containing the details of the proposed amendments to the Articles of Association will be dispatched to the shareholders of the Bank in due course.

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board has resolved to appoint Mr. Zhu Gaoming (“**Mr. Zhu**”) as non-executive director of the fourth session of the Board. According to the Articles of Association and applicable laws and regulations of the People’s Republic of China (the “**PRC**”), the appointment of Mr. Zhu needs to be submitted and approved by the Bank’s annual general meeting, and will take effect upon CBRC’s approval.

The particulars of Mr. Zhu are set out below:

Mr. Zhu Gaoming, born in January 1965, has been a Party committee member of CITIC Group Corporation, the deputy general manager and a Party committee member of CITIC Limited since April 2015. From May 2014 to April 2015, Mr. Zhu served as the secretary to the board of directors of Agricultural Bank of China Limited (“**Agricultural Bank of China**”). From December 2009 to May 2014, he successively served as the general manager of corporate business department of Agricultural Bank of China, general manager of credit approval department of Agricultural Bank of China, officer of the head office of Agricultural Bank of China. From February 2004 to December 2009, Mr. Zhu successively served as a Party committee member and vice president of Shanghai Branch of Agricultural Bank of China, vice Party secretary and vice president of Jiangsu Branch of Agricultural Bank of China, Party secretary and the president of Jiangsu Branch of Agricultural Bank of China. From August 1990 to February 2004, he successively worked as an officer of international business department of Shanghai Branch of Agricultural Bank of China, vice general manager and general manager of international business department of Shanghai Branch of Agricultural Bank of China, general manager of foreign exchange business department of Shanghai Branch of Agricultural Bank of China. Mr. Zhu graduated from Fudan University and University of Sheffield, receiving a master degree in economics and an MBA degree. Mr. Zhu is a senior economist with rich experience in banking.

Mr. Zhu’s term of office will be from the date of approval by CBRC to the expiry date of the term of office of the fourth session of the Board and Mr. Zhu can be re-appointed after the expiry of his initial term of office. Mr. Zhu will not receive director’s allowance from the Bank during his term as non-executive director of the Bank. Mr. Zhu will enter into a service contract with the Bank after the approval of his appointment.

Mr. Zhu has confirmed that, save as disclosed above, (1) he does not hold any position with the Bank or any of its subsidiaries and has not been a director or supervisor in any other listed companies in the past three years; (2) he is not connected with any directors, supervisors, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) he does not have any interest in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement.

In addition, Mr. Zhu has confirmed that there is no other information in respect of his appointment that is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

A circular containing the details of the proposed appointment of Mr. Zhu will be dispatched to the shareholders of the Bank in due course.

APPOINTMENT OF VICE PRESIDENT

The Board has resolved to appoint Mr. Hu Gang (“**Mr. Hu**”) as vice president of the Bank. According to the applicable laws and regulations of the PRC, Mr. Hu’s appointment is effective upon CBRC’s approval.

The particulars of Mr. Hu are set out below:

Mr. Hu Gang, born in March 1967, is the director of wholesale business of the Bank and the secretary to Party committee and president of Shanghai Branch of the Bank. Mr. Hu has been the director of wholesale business of the Bank since May 2014 and has concurrently served as the secretary to Party committee of Shanghai Branch of the Bank since December of the same year as well as president of Shanghai Branch of the Bank since May 2015. Prior to that, Mr. Hu served as the chief risk officer of the Bank from May 2013 to May 2014. From May 2005 to May 2013, Mr. Hu successively served as a member of Party committee, vice president, secretary to the Party committee, vice president (in charge of the work) and president of Chongqing Branch of the Bank. From June 2000 to May 2005, Mr. Hu successively served as the deputy head of the preparatory group of Changsha Branch of the Bank, member of Party committee and vice president of Changsha Branch. From October 1997 to June 2000, Mr. Hu served as the chairman of Urban Credit Cooperative of Changsha Xiangcai of Hunan Province. From August 1993 to October 1997, Mr. Hu worked in Hunan Zhongli Industrial Group and successively served in its subsidiaries as the general manager assistant, general manager of Beihai Xiang Real Estate Development Company, vice chairman of Hongdu Enterprise Company. From March 1993 to August 1993, he served as the associate clerk in the human resource department of the Administration Office of Hunan Government. From June 1989 to March 1993, Mr. Hu worked in the department of politics of Hunan Province Procuratorate. Mr. Hu has more than ten years’ working experience in China’s banking industry. Mr. Hu is a senior economist. He graduated from Hunan University, having obtained a doctorate degree in economy.

APPOINTMENT OF CHIEF RISK DIRECTOR

The Board has resolved to appoint Mr. Yao Ming (“**Mr. Yao**”) as chief risk director of the Bank. According to the applicable laws and regulations of the PRC, Mr. Yao’s appointment is effective upon CBRC’s approval.

The particulars of Mr. Yao are set out below:

Mr. Yao Ming has been the general manager of the credit approval department of the Bank since October 2014. Prior to that, Mr. Yao served as the general manager of the risk management department of the Bank from July 2014 to October 2014. From March 2013 to June 2014, he served as the secretary to Party committee and president of Wenzhou Branch of the Bank. From April 2004 to March 2013, Mr. Yao served as the president assistant, risk supervisor, member of Party committee, vice president of Nanjing Branch of the Bank. From April 1999 to April 2004, he served as the assistant manager, vice general manager, general manager of the credit approval department of Nanjing Branch of the Bank. From October 1996 to April 1999, he served as the officer, deputy divisional head and divisional head of the credit business department Nanjing Branch of the Bank. From February 1995 to September 1996, he served as the vice minister of domestic cooperation department of Nanjing Bole Group. From March 1993 to February 1995, he served as the deputy director of financial department of State-operated 924 Factory. From April 1991 to March 1993, he served as the general manager of financial department of Shenzhen Hualianfa Company. From August 1984 to April 1991, he served as the accountant of State-operated 924 Factory. Mr. Yao has more than twenty years' working experience in China's banking industry. Mr. Yao is an accountant. He graduated from Hangzhou Institute of Electronic Engineering, having obtained a bachelor's degree.

By Order of the Board of
China CITIC Bank Corporation Limited
Li Qingping
Chairperson

Beijing, PRC
22 March 2017

As at the date of this announcement, the executive directors of the Bank are Ms. Li Qingping (Chairperson) and Mr. Sun Deshun (President); the non-executive directors are Mr. Chang Zhenming, Ms. Huang Fang and Mr. Wan Liming; and the independent non-executive directors are Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew, Mr. He Cao, Ms. Chen Lihua and Mr. Qian Jun.

APPENDIX 1 AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Amendments to the Articles of Association				Explanatory Notes
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	
1.	<p>Article 2 The Bank was formerly a state-run comprehensive bank founded on 20 April 1987 with the approval of the General Office of the State Council (Guo Ban Han [1987] No. 14) and the approval of the People’s Bank of China (Yin Fa [1987] No. 75). With the approval of China Banking Regulatory Commission (hereinafter referred to as “CBRC”) (Yin Jian Fu [2006] No. 455), the Bank was restructured from the former CITIC Bank into a joint stock limited company as a whole, and took over all the assets, liabilities and business of the former CITIC Bank. The Bank completed the change of its registration with the State Administration of Industry and Commerce on 31 December 2006 and obtained a new enterprise legal person business license. The number of the Bank’s business license is 10000000006002. With the approval of Zheng Jian Xu Ke [2016] No. 1971 of China Securities Regulatory Commission on 30 August 2016, the Bank could issue 350,000,000 preference shares and transfer them on the Shanghai Stock Exchange as of 21 November 2016.</p>	<p>Article 2 The Bank was formerly a state-run comprehensive bank founded on 20 April 1987 with the approval of the General Office of the State Council (Guo Ban Han [1987] No. 14) and the approval of the People’s Bank of China (Yin Fa [1987] No. 75). With the approval of China Banking Regulatory Commission (hereinafter referred to as “CBRC”) (Yin Jian Fu [2006] No. 455), the Bank was restructured from the former CITIC Bank into a joint stock limited company as a whole, and took over all the assets, liabilities and business of the former CITIC Bank. The Bank completed the change of its registration with the State Administration of Industry and Commerce on 31 December 2006 and obtained a new enterprise legal person business license. The number of the Bank’s business license unified social credit code is 10000000006002. <u>91110000101690725E</u>. With the approval of Zheng Jian Xu Ke [2016] No. 1971 of China Securities Regulatory Commission on 30 August 2016, the Bank could issue 350,000,000 preference shares and transfer them on the Shanghai Stock Exchange as of 21 November 2016.</p>	<p>Article 2 The Bank was formerly a state-run comprehensive bank founded on 20 April 1987 with the approval of the General Office of the State Council (Guo Ban Han [1987] No. 14) and the approval of the People’s Bank of China (Yin Fa [1987] No. 75). With the approval of China Banking Regulatory Commission (hereinafter referred to as “CBRC”) (Yin Jian Fu [2006] No. 455), the Bank was restructured from the former CITIC Bank into a joint stock limited company as a whole, and took over all the assets, liabilities and business of the former CITIC Bank. The Bank completed the change of its registration with the State Administration of Industry and Commerce on 31 December 2006 and obtained a new enterprise legal person business license. The Bank’s unified social credit code is 91110000101690725E. With the approval of Zheng Jian Xu Ke [2016] No. 1971 of China Securities Regulatory Commission on 30 August 2016, the Bank could issue 350,000,000 preference shares and transfer them on the Shanghai Stock Exchange as of 21 November 2016.</p>	Amended based on the latest business license of the Bank.
2.	<p>Article 12 The senior management referred to in these Articles of Association shall mean the President, vice presidents, and assistants to the president, secretary of the Board of Directors and other management officers specified in these Articles of Association.</p>	<p>Article 12 The senior management referred to in these Articles of Association shall mean the President, vice presidents, assistants to the president secretary of the Board of Directors, <u>chief officers</u> and other management officers specified in these Articles of Association.</p>	<p>Article 12 The senior management referred to in these Articles of Association shall mean the President, vice presidents, secretary of the Board of Directors, chief officers and other management officers specified in these Articles of Association.</p>	Amended based on the actual situation of the Bank.

Amendments to the Articles of Association				Explanatory Notes
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	
3.	<p>Article 71 The term “controlling shareholder(s)” in this section shall refer to the person(s) satisfying any of the following conditions:</p> <p>.....</p> <p>The term of “reaching a common expression” stated in the previous clause shall include the situations of joint motion, joint nomination of Directors, and entrusting of exercising of voting rights without indicating the tendency of voting, but with the exception of public assembling of voting proxy.</p> <p>.....</p>	<p>Article 71 The term “controlling shareholder(s)” in this section shall refer to the person(s) satisfying any of the following conditions:</p> <p>.....</p> <p>The term of “reaching a common expression” stated in the previous clause shall include the situations of joint motion, joint nomination of Directors, and entrusting of exercising of voting rights without indicating the tendency of voting, but with the exception of public assembling of voting proxy.</p> <p>.....</p>	<p>Article 71 The term “controlling shareholder(s)” in this section shall refer to the person(s) satisfying any of the following conditions:</p> <p>.....</p> <p>The term of “reaching a common expression” stated in the previous clause shall include the situations of joint motion, joint nomination of Directors, and entrusting of exercising of voting rights without indicating the tendency of voting, but with the exception of public assembling of voting proxy.</p> <p>.....</p>	<p>Format revision.</p> <p><i>(Applicable to Chinese version only).</i></p>
4.	<p>Article 82 The shareholders general meeting includes annual shareholders general meeting and extraordinary shareholders general meeting. Generally, the shareholders general meeting shall be convened by the Board of Directors.</p> <p>The annual shareholders general meeting shall be held once a year within six (6) months after the end of each fiscal year. In cases where the meeting is postponed for special reasons, the banking regulatory authority of the State Council shall be promptly informed and provided with the reasons thereof.</p> <p>.....</p>	<p>Article 82 The shareholders general meeting includes annual shareholders general meeting and extraordinary shareholders general meeting. Generally, the shareholders general meeting shall be convened by the Board of Directors.</p> <p>The annual shareholders general meeting shall be held once a year within six (6) months after the end of each fiscal year. In cases where the meeting is postponed for special reasons, the banking regulatory authority of the State Council shall be promptly informed and provided with the reasons thereof.</p> <p>.....</p>	<p>Article 82 The shareholders general meeting includes annual shareholders general meeting and extraordinary shareholders general meeting. Generally, the shareholders general meeting shall be convened by the Board of Directors.</p> <p>The annual shareholders general meeting shall be held once a year within six (6) months after the end of each fiscal year. In cases where the meeting is postponed for special reasons, the banking regulatory authority of the State Council shall be promptly informed and provided with the reasons thereof.</p> <p>.....</p>	<p>Unified expressions adjusted according to the actual situation of the Bank.</p> <p><i>(Applicable to Chinese version only).</i></p>
5.	<p>Article 83 When convening a shareholders general meeting, the Bank shall issue a written notice 45 days prior to the meeting, informing all the registered shareholders of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders that intend to attend the meeting shall serve on the Bank a written reply 20 days prior to the meeting.</p>	<p>Article 83 When convening a shareholders general meeting, the Bank shall issue a written notice 45 days prior to the meeting, informing all the registered shareholders <u>who are entitled to attend the shareholders general meeting</u> of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders that intend to attend the meeting shall serve on the Bank a written reply 20 days prior to the meeting.</p>	<p>Article 83 When convening a shareholders general meeting, the Bank shall issue a written notice 45 days prior to the meeting, informing all the registered shareholders who are entitled to attend the shareholders general meeting of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders that intend to attend the meeting shall serve on the Bank a written reply 20 days prior to the meeting.</p>	<p>Corresponding revision according to Article 15 of the <i>Rules on General Meeting of Shareholders of Listed Companies</i>.</p>

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
6.	<p>Article 84 The Board of Directors, the Board of Supervisors, and shareholders holding, individually or in aggregate, 3% or more of shares in the Bank shall be entitled to put forward proposals to the shareholders general meeting.</p> <p>The content of the proposal shall be within the scope of function of the shareholders general meeting, shall have a clear subject matter and specific resolution items, and shall be in accordance with the laws, administrative regulations and these Articles of Association.</p> <p>Shareholders holding individually or in aggregate 3% or more of shares in the Bank may propose an interim proposal and submit it to the meeting convener in written 10 days prior to the meeting; the convener of the shareholders general meeting shall issue supplemental notice of the meeting within 2 days after receiving the proposal and the content of the proposal, and shall submit the interim proposal to the shareholders general meeting for examining and approving. The content of the interim proposal shall be within the scope of function of the shareholders general meeting and shall have a clear subject matter and specific resolution items.</p> <p>Save for the circumstances mentioned above, the convener shall not amend or add new proposals to the proposals specified in the notice of shareholders general meeting.</p>	<p>Article 84 The Board of Directors, the Board of Supervisors, and <u>ordinary</u> shareholders <u>(including the preference shareholders whose voting rights are restored)</u> holding, individually or in aggregate, 3% or more of shares in the Bank shall be entitled to put forward proposals to the shareholders general meeting.</p> <p>The content of the proposal shall be within the scope of function of the shareholders general meeting, shall have a clear subject matter and specific resolution items, and shall be in accordance with the laws, administrative regulations and these Articles of Association.</p> <p><u>Ordinary</u> shareholders <u>(including the preference shareholders whose voting rights are restored)</u> holding individually or in aggregate 3% or more of shares in the Bank may propose an interim proposal and submit it to the meeting convener in written 10 days prior to the meeting; the convener of the shareholders general meeting shall issue supplemental notice of the meeting within 2 days after receiving the proposal and the content of the proposal, and shall submit the interim proposal to the shareholders general meeting for examining and approving. The content of the interim proposal shall be within the scope of function of the shareholders general meeting and shall have a clear subject matter and specific resolution items.</p> <p>Save for the circumstances mentioned above, the convener shall not amend or add new proposals to the proposals specified in the notice of shareholders general meeting.</p>	<p>Article 84 The Board of Directors, the Board of Supervisors, and ordinary shareholders (including the preference shareholders whose voting rights are restored) holding, individually or in aggregate, 3% or more of shares in the Bank shall be entitled to put forward proposals to the shareholders general meeting.</p> <p>The content of the proposal shall be within the scope of function of the shareholders general meeting, shall have a clear subject matter and specific resolution items, and shall be in accordance with the laws, administrative regulations and these Articles of Association.</p> <p>Ordinary shareholders (including the preference shareholders whose voting rights are restored) holding individually or in aggregate 3% or more of shares in the Bank may propose an interim proposal and submit it to the meeting convener in written 10 days prior to the meeting; the convener of the shareholders general meeting shall issue supplemental notice of the meeting within 2 days after receiving the proposal and the content of the proposal, and shall submit the interim proposal to the shareholders general meeting for examining and approving. The content of the interim proposal shall be within the scope of function of the shareholders general meeting and shall have a clear subject matter and specific resolution items.</p> <p>Save for the circumstances mentioned above, the convener shall not amend or add new proposals to the proposals specified in the notice of shareholders general meeting.</p>	Corresponding revision according to Article 14 of the <i>Rules on General Meeting of Shareholders of Listed Companies (Revised in 2016)</i> .
7.	<p>Article 86 The notice of a shareholders general meeting shall meet the following requirements:</p> <p>.....</p> <p>(7) it shall contain a conspicuous statement that shareholders have the right to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;</p> <p>.....</p>	<p>Article 86 The notice of a shareholders general meeting shall meet the following requirements:</p> <p>.....</p> <p>(7) it shall contain a conspicuous statement that <u>ordinary</u> shareholders <u>(including the preference shareholders whose voting rights are restored)</u> having have the right to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;</p> <p>.....</p>	<p>Article 86 The notice of a shareholders general meeting shall meet the following requirements:</p> <p>.....</p> <p>(7) it shall contain a conspicuous statement that ordinary shareholders (including the preference shareholders whose voting rights are restored) having the right to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;</p> <p>.....</p>	Corresponding revision according to Article 55 of the <i>Guidelines for Articles of Association of Listed Companies</i> .

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
8.	<p>Article 87 The notice of a shareholders general meeting shall be delivered to the shareholders (whether or not entitled to vote on the shareholders general meeting) by courier or prepaid mail to the recipient's address shown in the register of shareholders. For shareholders of domestic investment shares, the notice of a shareholders general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the Securities Regulatory authorities of the State Council during the period of 45 and 50 days prior to the meeting. Once the announcement is made, all shareholders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders general meeting.</p>	<p>Article 87 The notice of a shareholders general meeting shall be delivered to the shareholders (whether or not entitled to vote on the shareholders general meeting) by courier or prepaid mail to the recipient's address shown in the register of shareholders. For shareholders of domestic investment shares, the notice of a shareholders general meeting may also be given by public announcement. <u>For overseas shareholders holding foreign listed shares, the notice of a shareholders general meeting, circular for shareholders and related documents shall be given through the Bank's website and the website of Hong Kong Stock Exchange 45 days prior to the meeting, provided that relevant laws and administrative regulations, relevant provisions of local securities regulatory authority and the Bank's Articles of Association are satisfied.</u></p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the Securities Regulatory authorities of the State Council during the period of 45 and 50 days prior to the meeting. Once the announcement is made, all shareholders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders general meeting.</p>	<p>Article 87 The notice of a shareholders general meeting shall be delivered to the shareholders (whether or not entitled to vote on the shareholders general meeting) by courier or prepaid mail to the recipient's address shown in the register of shareholders. For shareholders of domestic investment shares, the notice of a shareholders general meeting may also be given by public announcement. For overseas shareholders holding foreign listed shares, the notice of a shareholders general meeting, circular for shareholders and related documents shall be given through the Bank's website and the website of Hong Kong Stock Exchange, provided that relevant laws and administrative regulations, relevant provisions of local securities regulatory authority and the Bank's Articles of Association are satisfied.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the Securities Regulatory authorities of the State Council during the period of 45 and 50 days prior to the meeting. Once the announcement is made, all shareholders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders general meeting.</p>	<p>Corresponding revision based on the arrangements adopted by the Bank in accordance with Rule 2.07A of the Hong Kong Listing Rules.</p>

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
9.	<p>Article 100 If the Board of Supervisors or the proposing shareholders propose to convene a shareholders general meeting on their own, the Board of Directors shall be informed in writing, and reports shall be delivered for filing with the Banking Regulatory authorities of the State Council, the authorized approving authorities of the security regulatory authorities of the State Council in the location of the Bank, and the domestic Stock Exchange; in addition, the notice for convening an interim meeting shall be issued, and the contents of the notice shall be consistent with the provisions of Article 86 and shall also meet the following requirements:</p> <p>(1) New contents are not allowed to be added, otherwise the Board of Supervisors or the shareholders making proposal shall request for convening an interim meeting to the Board of Directors according to the above procedures once again;</p> <p>(2) Venue of the meeting shall be the domicile of the Bank.</p> <p>Shareholders convening such a meeting shall submit relevant evidence and documents to the authorized approving authorities of the security regulatory authorities of the State Council in the location of the Bank, and the domestic Stock Exchange when issuing the meeting notice and the resolution announcement.</p> <p>Shares held by shareholders convening such a meeting shall be 10% of the Bank's total number of voting shares prior to public announcement of the resolution of the shareholders general meeting.</p>	<p>Article 100 If the Board of Supervisors or the proposing shareholders propose to convene a shareholders general meeting on their own, the Board of Directors shall be informed in writing, and reports shall be delivered for filing with the Banking Regulatory authorities of the State Council, the authorized approving authorities of the security regulatory authorities of the State Council in the location of the Bank, and the domestic Stock Exchange; in addition, the notice for convening an interim meeting shall be issued, and the contents of the notice shall be consistent with the provisions of Article 86 and shall also meet the following requirements:</p> <p>(1) New contents are not allowed to be added, otherwise the Board of Supervisors or the shareholders making proposal shall request for convening an interim meeting to the Board of Directors according to the above procedures once again;</p> <p>(2) Venue of the meeting shall be the domicile of the Bank.</p> <p><u>The Board of Supervisors and the shareholders</u> Shareholders convening such a meeting shall submit relevant evidence and documents to the authorized approving authorities of the security regulatory authorities of the State Council in the location of the Bank, and the domestic Stock Exchange when issuing the meeting notice and the resolution announcement.</p> <p>Shares held by shareholders convening such a meeting shall be 10% of the Bank's total number of voting shares prior to public announcement of the resolution of the shareholders general meeting.</p>	<p>Article 100 If the Board of Supervisors or the proposing shareholders propose to convene a shareholders general meeting on their own, the Board of Directors shall be informed in writing, and reports shall be delivered for filing with the Banking Regulatory authorities of the State Council, the authorized approving authorities of the security regulatory authorities of the State Council in the location of the Bank, and the domestic Stock Exchange; in addition, the notice for convening an interim meeting shall be issued, and the contents of the notice shall be consistent with the provisions of Article 86 and shall also meet the following requirements:</p> <p>(1) New contents are not allowed to be added, otherwise the Board of Supervisors or the shareholders making proposal shall request for convening an interim meeting to the Board of Directors according to the above procedures once again;</p> <p>(2) Venue of the meeting shall be the domicile of the Bank.</p> <p>The Board of Supervisors and the shareholders convening such a meeting shall submit relevant evidence and documents to the authorized approving authorities of the security regulatory authorities of the State Council in the location of the Bank, and the domestic Stock Exchange when issuing the meeting notice and the resolution announcement.</p> <p>Shares held by shareholders convening such a meeting shall be 10% of the Bank's total number of voting shares prior to public announcement of the resolution of the shareholders general meeting.</p>	<p>Corresponding revision according to Article 10 of the <i>Rules on General Meeting of Shareholders of Listed Companies (Revised in 2016)</i> and Paragraph 1 of this article.</p>

Amendments to the Articles of Association				Explanatory Notes
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	
10.	<p>Article 101 Shareholders general meeting convened by the Board of Directors shall be presided over by the chairman of the Board of Directors; if the chairman of the Board of Directors is unable to attend the meeting due to certain reasons, the meeting shall be convened and presided over by a vice-chairman designated by the chairman of the Board of Directors as the chairman; if the chairman and vice-chairman are both unable to attend the meeting, the meeting shall be convened and presided over by a Director designated by the Board of Directors as the chairman; if no chairman is designated for the meeting, a person may be elected by the attending shareholders as chairman of the meeting to preside over the meeting.</p> <p>.....</p> <p>During the course of a shareholders general meeting, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights of all shareholders so present, the shareholders general meeting may elect one individual to replace the original chairman of the meeting and the meeting shall continue.</p>	<p>Article 101 Shareholders general meeting convened by the Board of Directors shall be presided over by the chairman of the Board of Directors; if the chairman of the Board of Directors is unable to attend the meeting due to certain reasons, the meeting shall be convened and presided over by a vice-chairman designated by the chairman of the Board of Directors as the chairman; if the chairman and vice-chairman are both unable to attend the meeting, the meeting shall be convened and presided over by a Director designated by the Board of Directors as the chairman; if no chairman is designated for the meeting, a person may be elected by the attending shareholders as chairman of the meeting to preside over the meeting.</p> <p>.....</p> <p>During the course of a shareholders general meeting, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights of all shareholders so present, the shareholders general meeting may elect one individual to replace the original chairman of the meeting and the meeting shall continue.</p>	<p>Article 101 Shareholders general meeting convened by the Board of Directors shall be presided over by the chairman of the Board of Directors; if the chairman of the Board of Directors is unable to attend the meeting due to certain reasons, the meeting shall be convened and presided over by a vice-chairman designated by the chairman of the Board of Directors as the chairman; if the chairman and vice-chairman are both unable to attend the meeting, the meeting shall be convened and presided over by a Director designated by the Board of Directors as the chairman; if no chairman is designated for the meeting, a person may be elected by the attending shareholders as chairman of the meeting to preside over the meeting.</p> <p>.....</p> <p>During the course of a shareholders general meeting, if the chairman of the meeting breaches the rules of procedures of the meeting and renders it impossible for the meeting to continue, with the consent of the shareholders present physically at the meeting and representing more than one half of the total voting rights of all shareholders so present, the shareholders general meeting may elect one individual to replace the original chairman of the meeting and the meeting shall continue.</p>	<p>Text revision for expression consistency.</p> <p><i>(Applicable to Chinese version only).</i></p>
11.	<p>Article 103 At the annual meeting of shareholders, the Board of Directors and the Board of Supervisors shall report their works of previous year to the shareholder general meeting. Each independent Director shall also report his work.</p>	<p>Article 103 At the annual <u>shareholders general meeting</u> of shareholders, the Board of Directors and the Board of Supervisors shall report their works of previous year to the shareholder general meeting. Each independent Director shall also report his work.</p>	<p>Article 103 At the annual shareholders general meeting, the Board of Directors and the Board of Supervisors shall report their works of previous year to the shareholder general meeting. Each independent Director shall also report his work.</p>	<p>Unified expressions adjusted according to the actual situation of the Bank.</p>

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
12.	<p>Article 115 The list of candidates of Directors and Supervisors shall be submitted to the shareholders for vote in form of proposal.</p> <p>The shareholders general meeting shall make vote itemized on all of the proposals, shall make vote on the proposals according to time order if there are different proposals concerning the same matter and shall not lay proposals aside or not granting vote except ceasing of shareholders general meeting or resolutions are unable to be made due to such special reasons as force majeure.</p> <p>On consideration of a proposal, the shareholders general meeting shall not amend such a proposal, or else, relevant alteration shall be deemed as a new proposal which cannot be voted at the meeting.</p>	<p>Article 115 The list of candidates of Directors and Supervisors shall be submitted to the shareholders for vote in form of proposal.</p> <p>The shareholders general meeting shall make vote itemized on all of the proposals, shall make vote on the proposals according to time order if there are different proposals concerning the same matter and shall not lay proposals aside or not granting vote except ceasing of shareholders general meeting or resolutions are unable to be made due to such special reasons as force majeure.</p> <p>On consideration of a proposal, the shareholders general meeting shall not amend such a proposal, or else, relevant alteration shall be deemed as a new proposal which cannot be voted at the meeting.</p> <p><u>In the consideration of the proposal on issue of preference shares, the shareholders general meeting shall vote on the following matters one by one:</u></p> <p>(1) <u>Type and number of preference shares to be issued;</u></p> <p>(2) <u>Issue mode, targets and placing arrangements for existing shareholders;</u></p> <p>(3) <u>Par value, issue price or pricing range and its determination principle;</u></p> <p>(4) <u>Profit distribution methods for preference shareholders, including: dividend yield and its determination principle, dividend payment conditions, dividend payment methods, whether dividends are accumulated, and whether participation in the distribution of surplus profit is allowed;</u></p>	<p>Article 115 The list of candidates of Directors and Supervisors shall be submitted to the shareholders for vote in form of proposal.</p> <p>The shareholders general meeting shall make vote itemized on all of the proposals, shall make vote on the proposals according to time order if there are different proposals concerning the same matter and shall not lay proposals aside or not granting vote except ceasing of shareholders general meeting or resolutions are unable to be made due to such special reasons as force majeure.</p> <p>On consideration of a proposal, the shareholders general meeting shall not amend such a proposal, or else, relevant alteration shall be deemed as a new proposal which cannot be voted at the meeting.</p> <p>In the consideration of the proposal on issue of preference shares, the shareholders general meeting shall vote on the following matters one by one:</p> <p>(1) Type and number of preference shares to be issued;</p> <p>(2) Issue mode, targets and placing arrangements for existing shareholders;</p> <p>(3) Par value, issue price or pricing range and its determination principle;</p> <p>(4) Profit distribution methods for shareholders of preference shares, including: dividend yield and its determination principle, dividend payment conditions, dividend payment methods, whether dividends are accumulated, and whether participation in the distribution of surplus profit is allowed;</p>	<p>Corresponding revision according to Article 37 of <i>Pilot Administrative Measures for Preferred Shares</i> and Article 33 of <i>Rules on General Meeting of Shareholders of Listed Companies</i>.</p>

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
		<p>(5) <u>Terms and conditions of repurchase, including repurchase conditions, period, price and its determination principle, and subject of exercising repurchase option (if any);</u></p> <p>(6) <u>Use of proceeds;</u></p> <p>(7) <u>Conditional share subscription agreements signed between the Bank and corresponding targets to which shares are issued;</u></p> <p>(8) <u>Validity period of resolution;</u></p> <p>(9) <u>Plan on amendments to relevant provisions of the Bank's Articles of Association on profit distribution policy for shareholders of preference/ordinary shares;</u></p> <p>(10) <u>Authorization to the Board of Directors on handling specific matters concerning the issue of shares;</u></p> <p>(11) <u>Other matters.</u></p>	<p>(5) Terms and conditions of repurchase, including repurchase conditions, period, price and its determination principle, and subject of exercising repurchase option (if any);</p> <p>(6) Use of proceeds;</p> <p>(7) Conditional share subscription agreements signed between the Bank and corresponding targets to which shares are issued;</p> <p>(8) Validity period of resolution;</p> <p>(9) Plan on amendments to relevant provisions of the Bank's Articles of Association on profit distribution policy for shareholders of preference/ordinary shares;</p> <p>(10) Authorization to the Board of Directors on handling specific matters concerning the issue of shares;</p> <p>(11) Other matters.</p>	
13.	<p>Article 116 A shareholder (including his proxy) may exercise voting rights at the shareholders general meeting according to the number of shares which carry the right to vote held by him and each share shall have one vote.</p> <p>.....</p>	<p>Article 116 <u>An ordinary</u> shareholder (including his proxy) may exercise voting rights at the shareholders general meeting according to the number of shares which carry the right to vote held by him and each share shall have one vote. <u>For the preference shareholders whose voting rights are restored, the percentage of votes corresponding to the principal of each preference share shall be calculated pursuant to specific terms and conditions on issue of shares. If classified voting is involved, each preference share (excluding the preference shares which voting rights are restored) shall have one vote.</u></p> <p>.....</p>	<p>Article 116 An ordinary shareholder (including his proxy) may exercise voting rights at the shareholders general meeting according to the number of shares which carry the right to vote held by him and each share shall have one vote. For the preference shareholders whose voting rights are restored, the percentage of votes corresponding to the principal of each preference share shall be calculated pursuant to specific terms and conditions on issue of shares. If classified voting is involved, each preference share (excluding the preference shares which voting rights are restored) shall have one vote.</p> <p>.....</p>	<p>Corresponding revision according to Article 78 of and notes to the <i>Guidelines for Articles of Association of Listed Companies</i>.</p>

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
14.	<p>Article 118 When a poll is held, shareholders (including their proxies) who are entitled to two or more votes are not required to cast all their votes in favor of or against a resolution.</p> <p>When the number of votes for and against a resolution is equal, regardless whether the vote is taken by a show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.</p> <p>Prior to voting at the shareholders general meeting, two shareholders' representatives shall be elected for poll counting and examining. Shareholders and their proxies having conflicted interests with the matters to be considered are not permitted to participate in poll counting and examination.</p> <p>For the voting of each matter considered at the shareholders general meeting, counting and examination of polls shall be conducted together by lawyers, shareholders' representatives and Supervisors' representatives and the voting result shall be announced on the spot.</p>	<p>Article 118 When a poll is held, shareholders (including their proxies) who are entitled to two or more votes are not required to cast all their votes in favor of or against a resolution.</p> <p>When the number of votes for and against a resolution is equal, regardless whether the vote is taken by a show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.</p> <p>Prior to voting at the shareholders general meeting, two shareholders' representatives shall be elected for poll counting and examining. Shareholders and their proxies having conflicted interests with the matters to be considered are not permitted to participate in poll counting and examination.</p> <p>For the voting of each matter considered at the shareholders general meeting, counting and examination of polls shall be conducted together by lawyers, shareholders' representatives, and <u>supervisors' representatives and other persons designated according to relevant regulations of local securities regulatory authority</u>, and the voting result shall be announced on the spot.</p> <p><u>Shareholders of the Bank or their proxies who vote online or other ways have right to check their voting results by means of corresponding voting system.</u></p>	<p>Article 118 When a poll is held, shareholders (including their proxies) who are entitled to two or more votes are not required to cast all their votes in favor of or against a resolution.</p> <p>When the number of votes for and against a resolution is equal, regardless whether the vote is taken by a show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.</p> <p>Prior to voting at the shareholders general meeting, two shareholders' representatives shall be elected for poll counting and examining. Shareholders and their proxies having conflicted interests with the matters to be considered are not permitted to participate in poll counting and examination.</p> <p>For the voting of each matter considered at the shareholders general meeting, counting and examination of polls shall be conducted together by lawyers, shareholders' representatives, supervisors' representatives and other persons designated according to relevant regulations of local securities regulatory authority, and the voting result shall be announced on the spot.</p> <p>Shareholders of the Bank or their proxies who vote online or other ways have right to check their voting results by means of corresponding voting system.</p>	<p>Corresponding revision in accordance with Rule 13.39(5) of the Hong Kong Listing Rules.</p> <p>Corresponding revision according to Article 37.3 of the <i>Rules on General Meeting of Shareholders of Listed Companies (Revised in 2016)</i>.</p>
15.	<p>Article 120 Shareholders attending the general meeting of shareholders shall deliver one of the following opinions: agree, against or abstention concerning proposals to be voted.</p> <p>Unfilled, wrongly filled, unrecognizable, and un-submitted votes shall be deemed as voters' abstention of his voting rights and the voting result of shares held by the above voters shall be taken into account as "abstention".</p>	<p>Article 120 Shareholders attending the general meeting of shareholders shall deliver one of the following opinions: agree, against or abstention concerning proposals to be voted, <u>unless it is the securities registration and clearing institution as the nominee shareholder of the shares subject to the stock trading interconnection mechanism between the Mainland and Hong Kong stock markets, which makes declaration according to the intents of actual shareholders.</u></p> <p>Unfilled, wrongly filled, unrecognizable, and un-submitted votes shall be deemed as voters' abstention of his voting rights and the voting result of shares held by the above voters shall be taken into account as "abstention".</p>	<p>Article 120 Shareholders attending the general meeting of shareholders shall deliver one of the following opinions: agree, against or abstention concerning proposals to be voted, unless it is the securities registration and clearing institution as the nominee shareholder of the shares subject to the stock trading interconnection mechanism between the Mainland and Hong Kong stock markets, which makes declaration according to the intents of actual shareholders.</p> <p>Unfilled, wrongly filled, unrecognizable, and un-submitted votes shall be deemed as voters' abstention of his voting rights and the voting result of shares held by the above voters shall be taken into account as "abstention".</p>	<p>Corresponding revision according to Article 36.1 of the <i>Rules on General Meeting of Shareholders of Listed Companies (Revised in 2016)</i>.</p>

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
16.	Article 122 Resolution of the meeting of shareholders shall be deemed as invalid if it is in violation of laws and administrative regulations.	Article 122 Resolution of the meeting of shareholders shall be deemed as invalid if it is in violation of laws and administrative regulations. <u>The controlling shareholder and de facto controller of the Bank shall neither restrict or obstruct small and medium-sized investors to exercise their voting rights according to law, nor damage the legitimate rights and interests of the Bank and such small and medium-sized investors.</u>	Article 122 Resolution of the meeting of shareholders shall be deemed as invalid if it is in violation of laws and administrative regulations. The controlling shareholder and de facto controller of the Bank shall neither restrict or obstruct small and medium-sized investors to exercise their voting rights according to law, nor damage the legitimate rights and interests of the Bank and such small and medium-sized investors.	Corresponding revision according to Article 46 of the <i>Rules on General Meeting of Shareholders of Listed Companies</i> .
17.	Article 125 Public announcement of the resolution of the shareholders general meeting shall be issued promptly. The public announcement shall contain the number of shareholders and shareholders' proxies attending the meeting, the total number of voting shares held by the shareholders and shareholders' proxies attending the meeting and the proportion of voting shares accounted in the whole share capital of the Bank, as well as the voting way and result of each proposal, and the detailed content of each resolution.	Article 125 Public announcement of the resolution of the shareholders general meeting shall be issued promptly, and the Bank shall issue the announcement of resolution on the following day after the making of decision on repurchase of ordinary shares at the shareholders general meeting. The public announcement shall contain the number of shareholders and shareholders' proxies attending the meeting, the total number of voting shares held by the shareholders and shareholders' proxies attending the meeting and the proportion of voting shares accounted in the whole share capital of the Bank, as well as the voting way and result of each proposal, and the detailed content of each resolution. <u>In case of voting under the circumstances specified in Article 43 herein, the Bank shall obtain the statistics and make an announcement on the attendance at the meeting and voting results by the ordinary shareholders (including the preference shareholders whose voting rights have been restored) and the preference shareholders (excluding the preference shareholders whose voting rights have been restored).</u>	Article 125 Public announcement of the resolution of the shareholders general meeting shall be issued promptly, and the Bank shall issue the announcement of resolution on the following day after the making of decision on repurchase of ordinary shares at the shareholders general meeting. The public announcement shall contain the number of shareholders and shareholders' proxies attending the meeting, the total number of voting shares held by the shareholders and shareholders' proxies attending the meeting and the proportion of voting shares accounted in the whole share capital of the Bank, as well as the voting way and result of each proposal, and the detailed content of each resolution. In case of voting under the circumstances specified in Article 43 herein, the Bank shall obtain the statistics and make an announcement on the attendance at the meeting and voting results by the ordinary shareholders (including the preference shareholders whose voting rights have been restored) and the preference shareholders (excluding the preference shareholders whose voting rights have been restored).	Corresponding revision according to Article 45 of the <i>Rules on General Meeting of Shareholders of Listed Companies</i> . Corresponding revision according to Article 10 of <i>Pilot Administrative Measures for Preferred Shares</i> and Article 39 of <i>Rules on General Meeting of Shareholders of Listed Companies</i> .

Amendments to the Articles of Association				Explanatory Notes
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	
18.	<p>Article 137 The Director shall be elected by the shareholders general meeting and his/her qualification shall be submitted to the banking regulatory authority of the State Council for approval. The Director shall have a term of office of three years, commencing from the date when his/her qualification is approved by the banking regulatory authority of the State Council to the expiry date of the then current session of Board of Directors (i.e. the date of the annual shareholders general meeting in the year when the term of office of the then current session of Board of Directors expires). A Director can be re-elected upon the expiry of his term of office, and the term of office of the Director so re-elected shall commence on the date of re-election.</p>	<p>Article 137 The Director shall be elected by the shareholders general meeting and his/her qualification shall be submitted to the banking regulatory authority of the State Council for approval. The Director shall have a term of office of three years, commencing from the date when his/her qualification is approved by the banking regulatory authority of the State Council to the expiry date of the then current session of Board of Directors (i.e. the date of the annual shareholders general meeting in the year when the term of office of the then current session of Board of Directors expires). A Director can be re-elected upon the expiry of his term of office, and the term of office of the Director so re-elected shall commence on the date of re-election.</p>	<p>Article 137 The Director shall be elected by the shareholders general meeting and his/her qualification shall be submitted to the banking regulatory authority of the State Council for approval. The Director shall have a term of office of three years, commencing from the date when his/her qualification is approved by the banking regulatory authority of the State Council to the expiry date of the then current session of Board of Directors (i.e. the date of the annual shareholders general meeting in the year when the term of office of the then current session of Board of Directors expires). A Director can be re-elected upon the expiry of his term of office, and the term of office of the Director so re-elected shall commence on the date of re-election.</p>	<p>Unified expressions adjusted according to the actual situation of the Bank.</p> <p>(Applicable to Chinese version only).</p>
19.	<p>Article 149 The independent Director of the Bank means a Director who does not hold any position in the Bank other than director and who has no relationship with the Bank and its substantial shareholders that may impact on his independent and objective judgment. Independent Directors shall account for more than one-third of the members on the Board of Directors of the Bank, and at least one of the independent Directors shall have financial or accounting expertise.</p> <p>Independent Directors shall be of high professional expertise and good creditability and reputation, and shall also satisfy the following conditions:</p> <p>(1) to satisfy the qualification requirements set forth by laws, administrative regulations and other relevant stipulations for persons holding the position of Director in a listed company;</p> <p>.....</p> <p>(9) in line with the requirements specified by the Hong Kong Listing Rules on the qualifications of independent Directors.</p>	<p>Article 149 The independent Director of the Bank means a Director who does not hold any position in the Bank other than director and who has no relationship with the Bank and its substantial shareholders that may impact on his independent and objective judgment. Independent Directors shall account for more than one-third of the members on the Board of Directors of the Bank, and at least one of the independent Directors shall have financial or accounting expertise.</p> <p>Independent Directors shall be of high professional expertise and good creditability and reputation, and shall also satisfy the following conditions:</p> <p>(1) to satisfy the qualification requirements set forth by laws, administrative regulations and other relevant stipulations for persons holding the position of Director in a listed company;</p> <p>.....</p> <p>(9) in line with the requirements specified by the Hong Kong Listing Rules on the qualifications of independent Directors <u>as specified by laws, administrative regulations, rules and local listing rules.</u></p>	<p>Article 149 The independent Director of the Bank means a Director who does not hold any position in the Bank other than director and who has no relationship with the Bank and its substantial shareholders that may impact on his independent and objective judgment. Independent Directors shall account for more than one-third of the members on the Board of Directors of the Bank, and at least one of the independent Directors shall have financial or accounting expertise.</p> <p>Independent Directors shall be of high professional expertise and good creditability and reputation, and shall also satisfy the following conditions:</p> <p>(1) to satisfy the qualification requirements set forth by laws, administrative regulations and other relevant stipulations for persons holding the position of Director in a listed company;</p> <p>.....</p> <p>(9) in line with the requirements on the qualifications of independent Directors as specified by laws, administrative regulations, rules and local listing rules.</p>	<p>Text revision for expression consistency.</p>

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
20.	<p>Article 154 The independent Directors shall work for the Bank for no less than 15 working days per annum.</p> <p>Independent Director may entrust other independent Directors to attend the meetings of the Board of Directors as proxy; however, independent Director shall attend in person no less than two-thirds of the meetings of the Board of Directors convened during a year.</p>	<p>Article 154 Independent directors <u>shall devote enough time to the performance of duties in a faithful and diligent manner.</u> They shall work for the Bank for no less than 15 working days per annum.</p> <p>Independent Director may entrust other independent Directors to attend the meetings of the Board of Directors as proxy; however, independent Director shall attend in person no less than two-thirds of the meetings of the Board of Directors convened during a year.</p>	<p>Article 154 Independent directors shall devote enough time to the performance of duties in a faithful and diligent manner. They shall work for the Bank for no less than 15 working days per annum.</p> <p>Independent Director may entrust other independent Directors to attend the meetings of the Board of Directors as proxy; however, independent Director shall attend in person no less than two-thirds of the meetings of the Board of Directors convened during a year.</p>	Corresponding revision according to Article 49 and 51 of <i>Guidelines on Corporate Governance of Commercial Banks</i> and Article 10 of <i>Guidelines on Independent Director and Independent Supervisor System of Joint-stock Commercial Banks</i> .
21.	<p>Article 156 Independent Directors shall express objective, impartial and independent opinions on the matters discussed at the shareholders general meeting and the meeting of the Board of Directors, and in particular on the following matters:</p> <p>(1) major connected transactions;</p> <p>(2) profit distribution plan;</p> <p>(3) nomination, appointment and removal of Directors;</p> <p>(4) appointment and dismissal of senior management personnel;</p> <p>(5) remuneration of Directors and senior management of the Bank;</p> <p>(6) matters deemed by independent directors as may harm the interests of depositors and small and medium shareholders;</p> <p>(7) matters deemed by independent Directors as that may cause significant losses to the Bank;</p> <p>(8) the influence of the issuance of preference shares on the equity interest of the Bank's shareholders of all classes;</p> <p>(9) other matters stipulated by the laws, administrative regulations, rules and these Articles of Association.</p>	<p>Article 156 Independent Directors shall express objective, impartial and independent opinions on the matters discussed at the shareholders general meeting and the meeting of the Board of Directors, and in particular on the following matters:</p> <p>(1) major connected transactions;</p> <p>(2) profit distribution plan;</p> <p>(3) nomination, appointment and removal of Directors;</p> <p>(4) appointment and dismissal of senior management personnel;</p> <p>(5) remuneration of Directors and senior management of the Bank;</p> <p>(6) matters deemed by independent directors as may harm the interests of depositors and small and medium shareholders;</p> <p>(7) matters deemed by independent Directors as that may cause significant losses to the Bank;</p> <p>(8) <u>appointment of external audit firm;</u></p> <p>(9) the influence of the issuance of preference shares on the equity interest of the Bank's shareholders of all classes;</p> <p>(10) other matters stipulated by the laws, administrative regulations, rules and these Articles of Association.</p>	<p>Article 156 Independent Directors shall express objective, impartial and independent opinions on the matters discussed at the shareholders general meeting and the meeting of the Board of Directors, and in particular on the following matters:</p> <p>(1) major connected transactions;</p> <p>(2) profit distribution plan;</p> <p>(3) nomination, appointment and removal of Directors;</p> <p>(4) appointment and dismissal of senior management personnel;</p> <p>(5) remuneration of Directors and senior management of the Bank;</p> <p>(6) matters deemed by independent directors as may harm the interests of depositors and small and medium shareholders;</p> <p>(7) matters deemed by independent Directors as that may cause significant losses to the Bank;</p> <p>(8) appointment of external audit firm;</p> <p>(9) the influence of the issuance of preference shares on the equity interest of the Bank's shareholders of all classes;</p> <p>(10) other matters stipulated by the laws, administrative regulations, rules and these Articles of Association.</p>	Corresponding revision according to Article 54 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> :

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
22.	<p>Article 163 The Board of Directors of the Bank shall establish under it the Strategic Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee and the Nomination and Remuneration Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors.</p>	<p>Article 163 The Board of Directors of the Bank shall establish under it the Strategic Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, and the Nomination and Remuneration Committee <u>and the Consumer Protection Committee</u>. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors.</p>	<p>Article 163 The Board of Directors of the Bank shall establish under it the Strategic Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, the Nomination Committee and Remuneration Committee and the Consumer Protection Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors.</p>	Adjusted and amended to reflect actual setting of special committees under the Board of Directors of the Bank.
23.	<p>Article 167 The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(14) according to the nomination of the President, to appoint and dismiss the vice president and president assistant of the head office and other members of the Senior Management to be appointed by the Board of Directors, and to determine matters relating to their remuneration, awards and punishment;</p> <p>.....</p>	<p>Article 167 The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(14) according to the nomination of the President, to appoint and dismiss the vice president, chief officers and president assistant of the head office and other <u>senior management personnel who shall be</u> appointed by the Board of Directors <u>according to regulatory requirements</u>, and to determine matters relating to their remuneration, awards and punishment;</p> <p>.....</p>	<p>Article 167 The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(14) according to the nomination of the President, to appoint and dismiss the vice president, chief officers and other senior management personnel who shall be appointed by the Board of Directors according to regulatory requirements, and to determine matters relating to their remuneration, awards and punishment;</p> <p>.....</p>	Amended based on the actual situation of the Bank.

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
24.	<p>Article 168 The authority of the Board of Directors with respect to investment with Bank's assets, or acquisition or disposal of assets of the Bank shall be determined by the shareholders general meeting. The Board of Directors shall establish a strict review, decision-making and authorization system in relation to the aforesaid authority, and report to the shareholders general meeting for approval.</p> <p>Major investment and major assets acquisition and disposal involved in daily operation shall be implemented by the President of the Bank in accordance with the project and the amount approved in the annual budget. The following authorization mechanism shall apply for projects in excess of the approved budget and project whose content was not specified even though the amount is within the approved budget:</p> <p>(1) a single amount below RMB200 million (inclusive) shall be approved by the President of the Bank and shall be reported to the Board of Directors for filing.</p> <p>(2) a single amount above RMB200 million (exclusive) but below RMB500 million (inclusive), once approved by the Audit and Related Party Transactions Control Committee as authorized by the Board of Directors, shall be approved by the chairman of the Board of Directors and shall be reported to the Board of Directors for filing.</p> <p>(3) a single amount above RMB500 million (exclusive) but not exceeding 10% (inclusive) of the latest audited net asset value of the Bank shall be approved by resolution of the Board of Directors.</p> <p>.....</p>	<p>Article 168 The authority of the Board of Directors with respect to investment with Bank's assets, or acquisition or disposal of assets of the Bank shall be determined by the shareholders general meeting. The Board of Directors shall establish a strict review, decision-making and authorization system in relation to the aforesaid authority, and report to the shareholders general meeting for approval.</p> <p>Major investment and major assets acquisition and disposal involved in daily operation shall be implemented by the President of the Bank in accordance with the project and the amount approved in the annual budget. The following authorization mechanism shall apply for projects in excess of the approved budget and project whose content was not specified even though the amount is within the approved budget:</p> <p>(1) a single amount below RMB200 million (inclusive) shall be approved by the President of the Bank and shall be reported to the Board of Directors for filing.</p> <p>(2) a single amount above RMB200 million (exclusive) but below RMB500 million (inclusive), once approved by the Audit and Related Party Transactions Control Committee as authorized by the Board of Directors, shall be approved by the chairman of the Board of Directors and shall be reported to the Board of Directors for filing.</p> <p>(3) a single amount above RMB500 million (exclusive) but not exceeding 10% (inclusive) of the latest audited net asset value of the Bank shall be approved by resolution of the Board of Directors.</p> <p>.....</p>	<p>Article 168 The authority of the Board of Directors with respect to investment with Bank's assets, or acquisition or disposal of assets of the Bank shall be determined by the shareholders general meeting. The Board of Directors shall establish a strict review, decision-making and authorization system in relation to the aforesaid authority, and report to the shareholders general meeting for approval.</p> <p>Major investment and major assets acquisition and disposal involved in daily operation shall be implemented by the President of the Bank in accordance with the project and the amount approved in the annual budget. The following authorization mechanism shall apply for projects in excess of the approved budget and project whose content was not specified even though the amount is within the approved budget:</p> <p>(1) a single amount below RMB200 million (inclusive) shall be approved by the President of the Bank and shall be reported to the Board of Directors for filing.</p> <p>(2) a single amount above RMB200 million (exclusive) but below RMB500 million (inclusive), once approved by the Audit and Related Party Transactions Control Committee as authorized by the Board of Directors, shall be approved by the chairman of the Board of Directors and shall be reported to the Board of Directors for filing.</p> <p>(3) a single amount above RMB500 million (exclusive) but not exceeding 10% (inclusive) of the latest audited net asset value of the Bank shall be approved by resolution of the Board of Directors.</p> <p>.....</p>	<p>Defined RMB as the unified currency, and revised the expression of amount.</p> <p>Adjusted and amended to reflect the actual setting of special committee under the Board of Directors of the Bank.</p> <p><i>(Applicable to Chinese version only).</i></p>

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
25.	<p>Article 174 The chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) to preside over the shareholders general meeting as well as to convene and preside over the meetings of the Board of Directors;</p> <p>(2) to supervise and examine the implementation of resolutions of the Board of Directors;</p> <p>(3) to sign the share certificates, corporate debt securities and other securities of the Bank;</p> <p>(4) to sign important documents of the Board of Directors and other documents which shall be signed by legal representative/chairman of the Board of Directors of the Bank;</p> <p>(5) to exercise other functions conferred by the Board of Directors and that shall be performed by the legal representative/ chairman of the Board of Directors of the Bank in accordance with the relevant laws, administrative regulations and rules.</p>	<p>Article 174 The chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) to preside over the shareholders general meeting as well as to convene and preside over the meetings of the Board of Directors;</p> <p>(2) to supervise and examine the implementation of resolutions of the Board of Directors;</p> <p>(3) <u>to supervise and examine the work of special committees;</u></p> <p>(4) to sign the share certificates, corporate debt securities and other securities of the Bank;</p> <p>(4 5) to sign important documents of the Board of Directors and other documents which shall be signed by legal representative/chairman of the Board of Directors of the Bank;</p> <p>(5 6) to exercise other functions conferred by the Board of Directors and that shall be performed by the legal representative/ chairman of the Board of Directors of the Bank in accordance with the relevant laws, administrative regulations and rules.;</p> <p><u>(7) to exercise the special right to dealing with the affairs of the Bank in accordance with laws and in the interest of the Bank under the emergent force majeure such as extraordinarily serious natural disaster, and timely report to the Board of Directors and shareholders general meeting after the event.</u></p>	<p>Article 174 The chairman of the Board of Directors shall exercise the following powers:</p> <p>(1) to preside over the shareholders general meeting as well as to convene and preside over the meetings of the Board of Directors;</p> <p>(2) to supervise and examine the implementation of resolutions of the Board of Directors;</p> <p>(3) to supervise and examine the work of special committees;</p> <p>(4) to sign the share certificates, corporate debt securities and other securities of the Bank;</p> <p>(5) to sign important documents of the Board of Directors and other documents which shall be signed by legal representative/chairman of the Board of Directors of the Bank;</p> <p>(6) to exercise other functions conferred by the Board of Directors and that shall be performed by the legal representative/ chairman of the Board of Directors of the Bank in accordance with the relevant laws, administrative regulations and rules.</p> <p>(7) to exercise the special right to dealing with the affairs of the Bank in accordance with laws and in the interest of the Bank under the emergent force majeure such as extraordinarily serious natural disaster, and timely report to the Board of Directors and shareholders general meeting after the event.</p>	Corresponding revision according to Article 112 of the <i>Guidelines for Articles of Association of Listed Companies</i> .
26.	<p>Article 176 The regular meetings of the Board of Directors shall be held at least four times each year. The Board of Directors shall notify all the Directors and Supervisors in writing 10 days prior to a regular meeting of the Board of Directors.</p>	<p>Article 176 The regular meetings of the Board of Directors shall be held at least four times each year <u>and at least once each quarter</u>. The Board of Directors shall notify all the Directors and Supervisors in writing 10 days prior to a regular meeting of the Board of Directors.</p>	<p>Article 176 The regular meetings of the Board of Directors shall be held at least four times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 10 days prior to a regular meeting of the Board of Directors.</p>	Corresponding revision according to Article 26 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> .
27.	<p>Article 189 The Bank shall have one President, several vice presidents and several president assistants and may have other senior management to assist the President where necessary.</p>	<p>Article 189 The Bank shall have one President, several vice presidents and several chief officers president assistants and may have other senior management <u>personnel</u> to assist the President where necessary.</p>	<p>Article 189 The Bank shall have one President, several vice presidents and several chief officers and may have other senior management personnel to assist the President where necessary.</p>	Amended based on the actual situation of the Bank.

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
28.	<p>Article 191 The President of the Bank shall be accountable to the Board of Directors and shall exercise the following powers:</p> <p>.....</p> <p>(7) to nominate the vice president and the president assistants of the head office and report to the Board of Directors for appointment or dismissal. To appoint or dismiss the president, vice president of a branch, as well as other senior management the appointment or dismissal of whom are not within the authority of the Board of Directors;</p> <p>(8) to appoint or dismiss the persons in charge of the internal departments of the Bank;</p> <p>(9) to engage in or authorize senior managers and persons in charge of the internal departments of the Bank to conduct daily business and management activities under the authorization of the Board of Directors;</p> <p>(10) to formulate remuneration plans for the senior management; to decide the remuneration plans for employees of the Bank except for the senior management; to decide or authorize to decide on appointment and dismissal of the employees of the Bank;</p> <p>(11) to propose the convening of an interim meeting of the Board of Directors in case of emergency;</p> <p>(12) to adopt emergency measures in the Bank's interests upon the occurrence of significant contingency situations or other urgent circumstances, and report immediately to the Board of Directors, Board of Supervisors and the banking regulatory authority of the State Council;</p>	<p>Article 191 The President of the Bank shall be accountable to the Board of Directors and shall exercise the following powers:</p> <p>.....</p> <p>(7) to nominate the vice president and the president assistants of the head office <u>chief officers who shall be appointed by the Board of Directors as required by regulators</u>, and report to the Board of Directors for appointment or dismissal. To appoint or dismiss the president, vice president of a branch, as well as other senior management the appointment or dismissal of whom are not within the authority of the Board of Directors;</p> <p>(8) to appoint or dismiss the persons in charge of the internal departments of the Bank;</p> <p>(9) to engage in or authorize other senior managers and persons in charge of the internal departments of the Bank to conduct daily business and management activities under the authorization of the Board of Directors;</p> <p>(10) to formulate remuneration plans for the senior management; to decide the remuneration plans for employees of the Bank except for the senior management; to decide or authorize to decide on appointment and dismissal of the employees of the Bank;</p> <p>(11) to propose the convening of an interim meeting of the Board of Directors in case of emergency;</p> <p>(12) to adopt emergency measures in the Bank's interests upon the occurrence of emergency situations or other urgent <u>under significantly emergent circumstances in connection with business operation such as bank run</u>, and report immediately to the Board of Directors, Board of Supervisors and the banking regulatory authority of the State Council;</p>	<p>Article 191 The President of the Bank shall be accountable to the Board of Directors and shall exercise the following powers:</p> <p>.....</p> <p>(7) to nominate the vice president and the chief officers who shall be appointed by the Board of Directors as required by regulators, and report to the Board of Directors for appointment or dismissal. To appoint or dismiss the president, vice president of a branch, as well as other senior management the appointment or dismissal of whom are not within the authority of the Board of Directors;</p> <p>(8) to appoint or dismiss the persons in charge of the internal departments of the Bank;</p> <p>(9) to engage in or authorize other senior managers and persons in charge of the internal departments of the Bank to conduct daily business and management activities under the authorization of the Board of Directors;</p> <p>(10) to formulate remuneration plans for the senior management; to decide the remuneration plans for employees of the Bank except for the senior management; to decide or authorize to decide on appointment and dismissal of the employees of the Bank;</p> <p>(11) to propose the convening of an interim meeting of the Board of Directors in case of emergency;</p> <p>(12) to adopt emergency measures in the Bank's interests under significantly emergent circumstances in connection with business operation such as bank run, and report immediately to the Board of Directors, Board of Supervisors and the banking regulatory authority of the State Council;</p>	Amended based on the actual situation of the Bank, and adjusted to make expression consistent.

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
	<p>(13) to decide on major investment, major assets acquisition and disposal with a single amount of no more than RMB200 million (inclusive);</p> <p>(14) to assume responsibility in implementing of consolidated statement management of the Bank according to the consolidated regulatory requirements of the banking regulatory authority under the State Council;</p> <p>(15) other functions to be performed by the President of the Bank in accordance with applicable laws, administrative rules and regulations, other relevant provisions and the decisions of the shareholders general meeting and the Board of Directors.</p>	<p>(13) to decide on major investment, major assets acquisition and disposal with a single amount of no more than RMB200 million (inclusive);</p> <p>(14) to assume responsibility in implementing of consolidated statement management of the Bank according to the consolidated regulatory requirements of the banking regulatory authority under the State Council;</p> <p>(15) other functions to be performed by the President of the Bank in accordance with applicable laws, administrative rules and regulations, other relevant provisions and the decisions of the shareholders general meeting and the Board of Directors.</p> <p><u>Other senior management personnel</u> Vice presidents and the president assistants shall assist the President with his work. Under the authorization of the President of the Bank, the vice presidents and president assistants shall be responsible for the matters falling under their respective authority.</p>	<p>(13) to decide on major investment, major assets acquisition and disposal with a single amount of no more than RMB200 million (inclusive);</p> <p>(14) to assume responsibility in implementing of consolidated statement management of the Bank according to the consolidated regulatory requirements of the banking regulatory authority under the State Council;</p> <p>(15) other functions to be performed by the President of the Bank in accordance with applicable laws, administrative rules and regulations, other relevant provisions and the decisions of the shareholders general meeting and the Board of Directors.</p> <p>Other senior management personnel shall assist the President with his work. Under the authorization of the President of the Bank, the vice presidents and president assistants shall be responsible for the matters falling under their respective authority.</p>	
29.	Article 193 When discharging his duties, the President may convene the president office meeting, which shall be attended by the President, vice presidents, president assistants, other senior management, persons in charge of the internal departments of the Bank as well as other management staff as determined by the President as appropriate.	Article 193 When discharging his duties, the President may convene the president office meeting, which shall be attended by the President, vice presidents, president assistants, senior management personnel of the Bank, persons in charge of the internal departments of the Bank as well as other management staff as determined by the President as appropriate.	Article 193 When discharging his duties, the President may convene the president office meeting, which shall be attended by senior management personnel of the Bank, persons in charge of the internal departments of the Bank as well as other management staff as determined by the President as appropriate.	Text revision for expression consistency.
30.	Article 195 Proper performance of duties by the President and the management staff within their authority as stipulated by the laws, administrative regulations, and these Articles of Association shall be free from the interference by the Directors or shareholders.	Article 195 Proper performance of duties by the President and <u>other senior management personnel</u> the management staff within their authority as stipulated by the laws, administrative regulations, and these Articles of Association shall be free from the interference by the Directors or shareholders.	Article 195 Proper performance of duties by the President and other senior management personnel within their authority as stipulated by the laws, administrative regulations, and these Articles of Association shall be free from the interference by the Directors or shareholders.	Text revision for expression consistency.
31.	Article 196 The Bank may establish necessary insurance system in relation to the liability of the President and senior management to reduce the risks resulting from the normal performance of duties by the President and the senior management.	Article 196 The Bank may establish necessary insurance system in relation to the liability of the President and <u>other senior management personnel</u> the management staff to reduce the risks resulting from the normal performance of duties by the President and <u>other senior management personnel</u> the management staff .	Article 196 The Bank may establish necessary insurance system in relation to the liability of the President and other senior management personnel to reduce the risks resulting from the normal performance of duties by the President and other senior management personnel.	Text revision for expression consistency.

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
32.	Article 204 Employee representative Supervisors shall be elected and removed through a democratic process by the employees of the Bank.	Article 204 Employee representative Supervisors shall be elected, and removed <u>and replaced</u> through a democratic process by the employees of the Bank.	Article 204 Employee representative Supervisors shall be elected, removed and replaced through a democratic process by the employees of the Bank.	Corresponding revision according to Article 59 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> and Article 7 of <i>Guidelines on the Work of Board of Supervisors of Commercial Banks</i> .
33.	Article 223 The Board of Supervisors shall exercise the following powers: (4) to propose motions to remove the Director and senior management personnel who violate laws, administrative regulations, rules, these Articles of Association or resolutions of the shareholders general meeting or to file a lawsuit in accordance with applicable laws regarding the same; (8) to audit the business decision-making, risk management and internal control of the Bank, if necessary, and to provide guidance on the work of the internal audit department of the Bank; 	Article 223 The Board of Supervisors shall exercise the following powers: (4) to propose motions to remove the Director and senior management personnel who violate laws, administrative regulations, rules, these Articles of Association or resolutions of the shareholders general meeting or to file a lawsuit in accordance with applicable laws regarding the same; (8) to audit the business decision-making, risk management and internal control of the Bank, if necessary, and to provide <u>guidance and conduct supervision</u> on the work of the internal audit department of the Bank; 	Article 223 The Board of Supervisors shall exercise the following powers: (4) to propose motions to remove the Director and senior management personnel who violate laws, administrative regulations, rules, these Articles of Association or resolutions of the shareholders general meeting or to file a lawsuit in accordance with applicable laws regarding the same; (8) to audit the business decision-making, risk management and internal control of the Bank, if necessary, and to provide guidance and conduct supervision on the work of the internal audit department of the Bank; 	Corresponding revision according to Article 144.3 of the <i>Guidelines for Articles of Association of Listed Companies</i> . Corresponding revision according to Article 10 of the <i>Guidelines on Internal Audit of Commercial Banks</i> .
34.	Article 225 The complete results of the audits by the internal audit department of the Bank on the internal operational departments and branches of the Bank shall be delivered to the Board of Supervisors in time. If the Board of Supervisors has any doubts in relation to the audit results submitted by the internal audit departments, the Board of Supervisors is entitled to require the President or the internal audit department of the Bank to make explanation. The profit distribution plan proposed by the Board of Directors shall be submitted to the Board of Supervisors in advance. The Board of Supervisors shall express its opinions within 5 working days, and the Board of Supervisors shall be deemed as approving the plan if no opinion is expressed within the above period.	Article 225 The complete results of the audits by the internal audit department of the Bank on the internal operational departments and branches of the Bank shall be delivered to the Board of Supervisors in time. If the Board of Supervisors has any doubts in relation to the audit results submitted by the internal audit departments, the Board of Supervisors is entitled to require the President or the internal audit department of the Bank to make explanation. The profit distribution plan proposed by the Board of Directors shall be submitted to the Board of Supervisors in advance. The Board of Supervisors shall express its opinions <u>on the compliance and rationality of profit distribution plan</u> within 5 working days, and the Board of Supervisors shall be deemed as approving the plan if no opinion is expressed within the above period.	Article 225 The complete results of the audits by the internal audit department of the Bank on the internal operational departments and branches of the Bank shall be delivered to the Board of Supervisors in time. If the Board of Supervisors has any doubts in relation to the audit results submitted by the internal audit departments, the Board of Supervisors is entitled to require the President or the internal audit department of the Bank to make explanation. The profit distribution plan proposed by the Board of Directors shall be submitted to the Board of Supervisors in advance. The Board of Supervisors shall express its opinions on the compliance and rationality of profit distribution plan within 5 working days, and the Board of Supervisors shall be deemed as approving the plan if no opinion is expressed within the above period.	Corresponding revision according to Article 29 of <i>Guidelines on the Work of Board of Supervisors of Commercial Banks</i> .

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
35.	Article 266 The Board of Directors shall submit to shareholders financial reports that shall be prepared by the Bank in accordance with relevant laws, administrative regulations and rules at every annual general meeting of the shareholders.	Article 266 The Board of Directors shall submit to shareholders financial reports that shall be prepared by the Bank in accordance with relevant laws, administrative regulations and rules at every annual <u>shareholders</u> general meeting of the shareholders .	Article 266 The Board of Directors shall submit to shareholders financial reports that shall be prepared by the Bank in accordance with relevant laws, administrative regulations and rules at every annual shareholders general meeting.	Unified expressions adjusted according to the actual situation of the Bank.
36.	Article 267 The financial reports of the Bank shall be placed in the domicile of the Bank for inspection by the shareholders 20 days prior to the shareholders annual general meeting. The Bank shall send the aforesaid reports or report of the Board of Directors together with the balance sheet and the loss and profit sheet by personal delivery or prepaid post to every shareholder of FLSs at least 21 days prior to the holding of shareholders annual general meeting. The addresses of the recipients shall be the ones registered in the register of shareholders. 	Article 267 The financial reports of the Bank shall be placed in the domicile of the Bank for inspection by the shareholders 20 days prior to the shareholders annual <u>shareholders</u> general meeting. The Bank shall send the aforesaid reports or report of the Board of Directors together with the balance sheet and the loss and profit sheet by personal delivery or prepaid post to every shareholder of FLSs at least 21 days prior to the holding of shareholders annual <u>shareholders</u> general meeting. The addresses of the recipients shall be the ones registered in the register of shareholders. 	Article 267 The financial reports of the Bank shall be placed in the domicile of the Bank for inspection by the shareholders 20 days prior to the annual shareholders general meeting. The Bank shall send the aforesaid reports or report of the Board of Directors together with the balance sheet and the loss and profit sheet by personal delivery or prepaid post to every shareholder of FLSs at least 21 days prior to the holding of annual shareholders general meeting. The addresses of the recipients shall be the ones registered in the register of shareholders. 	Unified expressions adjusted according to the actual situation of the Bank.
37.	Article 281 The Bank shall appoint an independent accounting firm that is qualified under relevant requirements of the State to audit the annual financial reports of the Bank and review the other financial reports of the Bank. The term of engagement of the accounting firm appointed by the Bank shall start from the conclusion of the current annual shareholders general meeting and end at the conclusion of the next annual shareholders general meeting. The first accounting firm of the Bank may be appointed by the founding general meeting before the first annual shareholders general meeting, and the term of engagement of the accounting firm so appointed shall end at the conclusion of the first annual shareholders general meeting.	Article 281 The Bank shall appoint an independent accounting firm that is qualified under relevant requirements of the State to audit the annual financial reports of the Bank and review the other financial reports of the Bank. The term of engagement of the accounting firm appointed by the Bank shall start from the conclusion of the current annual shareholders general meeting and end at the conclusion of the next annual shareholders general meeting. The first accounting firm of the Bank may be appointed by the founding general meeting before the first annual shareholders general meeting, and the term of engagement of the accounting firm so appointed shall end at the conclusion of the first annual shareholders general meeting.	Article 281 The Bank shall appoint an independent accounting firm that is qualified under relevant requirements of the State to audit the annual financial reports of the Bank and review the other financial reports of the Bank. The term of engagement of the accounting firm appointed by the Bank shall start from the conclusion of the current annual shareholders general meeting and end at the conclusion of the next annual shareholders general meeting. The first accounting firm of the Bank may be appointed by the founding general meeting before the first annual shareholders general meeting, and the term of engagement of the accounting firm so appointed shall end at the conclusion of the first annual shareholders general meeting.	Unified expressions adjusted according to the actual situation of the Bank. <i>(Applicable to Chinese version only).</i>

Amendments to the Articles of Association				
No.	Current Provisions	Amended Provisions (Revision Format)	Amended Provisions (Clean Format)	Explanatory Notes
38.	Article 292 Based on the needs of business management, the Bank shall implement the labor contract system for all employees and the engagement systems for management staff and specialized technical personnel, institute a remuneration system that is effective in stimulation and efficient in constraint and reasonably determine the remuneration levels for various types of employees.	Article 292 Based on <u>national laws and regulations</u> as well as the Bank's the needs of business management, the Bank shall implement the labor contract system for all employees and the engagement systems for management staff and specialized technical personnel, institute a remuneration system that is effective in stimulation and efficient in constraint and reasonably determine the remuneration levels for various types of employees.	Article 292 Based on national laws and regulations as well as the Bank's needs of business management, the Bank shall implement the labor contract system for all employees and the engagement systems for management staff and specialized technical personnel, institute a remuneration system that is effective in stimulation and efficient in constraint and reasonably determine the remuneration levels for various types of employees.	Revised the expression of relevant provisions, to reflect the principles of compliance with regulatory requirements.
39.	Article 302 In the cases of the Bank's dissolution due to reasons specified in (1), (2) or (5) above, a liquidation committee shall be set up according to the laws within fifteen days upon the approval by the banking regulatory authority of the State Council, and the shareholders general meeting shall by ordinary resolution determine the members of the liquidation committee. 	Article 302 In the cases of the Bank's dissolution due to reasons specified in (1), (2) or (5) above, a liquidation committee shall be set up according to the laws within fifteen <u>(15)</u> days upon the approval by the banking regulatory authority of the State Council, and the shareholders general meeting shall by ordinary resolution determine the members of the liquidation committee.	Article 302 In the cases of the Bank's dissolution due to reasons specified in (1), (2) or (5) above, a liquidation committee shall be set up according to the laws within fifteen (15) days upon the approval by the banking regulatory authority of the State Council, and the shareholders general meeting shall by ordinary resolution determine the members of the liquidation committee.	Text revision.