

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Luzhou Bank Co., Ltd.*, you should at once pass this circular and the enclosed form of proxy and reply slip to the purchaser or the transferee, the bank, the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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泸州银行股份有限公司*
LUZHOU BANK CO., LTD.

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

- (1) 2024 ANNUAL REPORT
- (2) 2024 WORK REPORT OF THE BOARD OF DIRECTORS
- (3) 2024 WORK REPORT OF THE BOARD OF SUPERVISORS
- (4) 2024 EVALUATION REPORT ON THE PERFORMANCE OF DUTIES BY THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
- (5) 2024 FINAL FINANCIAL ACCOUNTS REPORT
- (6) 2024 PROFIT DISTRIBUTION PLAN
- (7) REPORT ON RELATED PARTY TRANSACTIONS FOR 2024
- (8) 2025 FINANCIAL BUDGET PLAN
- (9) ENGAGEMENT OF EXTERNAL AUDITORS FOR 2025
- (10) PROPOSED NON-PUBLIC ISSUE OF H SHARES UNDER SPECIFIC MANDATE
- (11) PROPOSED CHANGE OF THE REGISTERED CAPITAL
- (12) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION IN RELATION TO NON-PUBLIC ISSUE OF H SHARES
- (13) 2025 FIXED ASSETS INVESTMENT PLAN
- (14) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
- (15) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING
- (16) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS
- (17) PROPOSED ABOLISHMENT OF THE BOARD OF SUPERVISORS
- (18) NOTICE OF 2024 ANNUAL GENERAL MEETING
- (19) NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING AND
- (20) NOTICE OF 2025 FIRST H SHAREHOLDERS' CLASS MEETING

Notices convening the 2024 Annual General Meeting to be held at 9:00 a.m. on Monday, June 30, 2025 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, the Domestic Shareholders' Class Meeting to be held at 9:30 a.m. on the same day or immediately following the conclusion of the 2024 Annual General Meeting, whichever is later, and the H Shareholders' Class Meeting to be held at 10:00 a.m. on the same day or immediately following the conclusion of the Domestic Shareholders' Class Meeting, whichever is later, are set out on pages 176 to 184 of this circular.

If you intend to attend the 2024 Annual General Meeting and/or the Class Meetings by proxy, you are required to complete and return the form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong). For Domestic Shareholders, the form of proxy should be returned to the office of the Board of Directors of the Bank (Address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000). In any event, the form of proxy should be returned not less than 24 hours before the time stipulated for convening the 2024 Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting (or any adjourned meetings thereof) (i.e. no later than 9:00 a.m. on Sunday, June 29, 2025, 9:30 a.m. on Sunday, June 29, 2025 and 10:00 a.m. on Sunday, June 29, 2025, respectively). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting (or any adjourned meetings thereof).

If you intend to attend the 2024 Annual General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting (or any adjourned meetings thereof) in person or by proxy, you are required to complete and return the reply slip to the Computershare Hong Kong Investor Services Limited (for H Shareholders) or the office of the Board of Directors of the Bank (for Domestic Shareholders) on or before Thursday, June 19, 2025.

In case of any discrepancy between the Chinese and English versions of this circular (including all appendices), the Notice of 2024 Annual General Meeting, Notice of Domestic Shareholders' Class Meeting and Notice of H Shareholders' Class Meeting, the Chinese version shall prevail.

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

June 10, 2025

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DEFINITIONS

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

“2024 Annual General Meeting”	the 2024 Annual General Meeting of the Bank proposed to be held at 9:00 a.m. on Monday, June 30, 2025 at Meeting Room 1101, 11th Floor, Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC
“Articles of Association”	the articles of association of the Bank (as amended, modified or otherwise supplemented from time to time)
“Bank”	Luzhou Bank Co., Ltd. (泸州银行股份有限公司), a joint stock company incorporated in the PRC with limited liability and its H Shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 1983)
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“Class Meeting(s)”	collectively, the Domestic Shareholders’ Class Meeting and H Shareholders’ Class Meeting
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	ordinary shares issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“Domestic Shareholders”	the holder(s) of Domestic Shares
“Domestic Shareholders’ Class Meeting”	the 2025 first Domestic Shareholders’ class meeting of the Bank proposed to be held at 9:30 a.m. on Monday, June 30, 2025 or immediately following the conclusion of the 2024 Annual General Meeting, whichever is later, at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC

DEFINITIONS

“H Share(s)”	overseas-listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Bank and traded in Hong Kong Dollars
“H Share Issue” or “Issue”	the non-public issue of not more than 1,000,000,000 New H Shares (inclusive) under the Specific Mandate proposed by the Bank
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
“H Shareholders”	the holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2025 first H Shareholders’ class meeting of the Bank proposed to be held at 10:00 a.m. on Monday, June 30, 2025 or immediately following the conclusion of the Domestic Shareholders’ Class Meeting, whichever is later, at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC
“HK\$” or “Hong Kong Dollars”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“IFRS”	International Financial Reporting Standards
“Independent Director(s)” or “Independent Non-executive Director(s)”	the independent non-executive director(s) of the Bank
“Latest Practicable Date”	June 5, 2025, being the latest practicable date for ascertaining certain information contained in this circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“New H Shares”	not more than 1,000,000,000 New H Shares (inclusive) proposed to be issued by the Bank under the H Share Issue

DEFINITIONS

“Notice of 2024 Annual General Meeting”	the notice convening the 2024 Annual General Meeting
“Notice of Domestic Shareholders’ Class Meeting”	the notice convening the Domestic Shareholders’ Class Meeting
“Notice of H Shareholders’ Class Meeting”	the notice convening the H Shareholders’ Class Meeting
“PBoC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC” or “China”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only, unless the context otherwise requires, excluding Hong Kong, the Macau Special Administrative Region and Taiwan of the PRC
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rules of Procedure of the Shareholders’ Meeting” or “Rules of Procedure of the Shareholders’ General Meeting”	the Rules of Procedure of the Shareholders’ Meeting of the Bank (as amended, modified or otherwise supplemented from time to time)
“Rules of Procedure of the Board of Directors”	the Rules of Procedure of the Board of Directors of the Bank (as amended, modified or otherwise supplemented from time to time)
“Shareholder(s)”	the holder(s) of the Shares
“Shares”	shares of the Bank, including Domestic Shares and/or H Shares
“Specific Mandate”	a specific mandate for the H Share Issue to be sought from the Shareholders at the 2024 Annual General Meeting and Class Meetings
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

LETTER FROM THE BOARD



泸州银行股份有限公司*
LUZHOU BANK CO., LTD.

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

Executive Directors:

Mr. YOU Jiang (游江) (*Chairman*)
Mr. LIU Shirong (劉仕榮)

Non-executive Directors:

Ms. PAN Lina (潘麗娜)
Mr. XIONG Guoming (熊國銘)
Mr. LUO Huoming (羅火明)
Ms. CHEN Ping (陳萍)

Independent Non-executive Directors:

Mr. ZHONG Jin (鍾錦)
Mr. GAO Jinkang (高晉康)
Mr. CHING Yu Lung (程如龍)
Mr. HAN Zirong (韓子榮)
Mr. FAN Jingdong (范靜東)

Registered address:

Building 1, No. 18
Section 3, Jiucheng Avenue
Jiangyang District, Luzhou
Sichuan Province, the PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

June 10, 2025

To the Shareholders

Dear Sir or Madam,

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- (3) 2024 WORK REPORT OF THE BOARD OF SUPERVISORS
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DUTIES BY THE DIRECTORS, SUPERVISORS AND
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- (5) 2024 FINAL FINANCIAL ACCOUNTS REPORT
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CLASS MEETING
AND
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LETTER FROM THE BOARD

I. INTRODUCTION

The Board of Directors hereby invites you to attend the 2024 Annual General Meeting to be held at 9:00 a.m. on Monday, June 30, 2025 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, and the subsequent Class Meetings.

This circular aims to give you the Notice of 2024 Annual General Meeting, the Notice of Domestic Shareholders' Class Meeting and the Notice of H Shareholders' Class Meeting, and to provide you with the information necessary to make an informed decision on whether to vote for or against certain ordinary resolutions or special resolutions to be proposed at the 2024 Annual General Meeting and the Class Meetings relating to, among other things, the following matters.

II. MATTERS TO BE CONSIDERED AND APPROVED AT THE 2024 ANNUAL GENERAL MEETING AND/OR CLASS MEETINGS

1. 2024 Annual Report

An ordinary resolution will be proposed at the 2024 Annual General Meeting to approve the 2024 Annual Report.

2. 2024 Work Report of the Board of Directors

An ordinary resolution will be proposed at the 2024 Annual General Meeting to approve the "2024 Work Report of the Board of Directors of Luzhou Bank Co., Ltd." of the Bank. The 2024 Work Report of the Board of Directors has been considered and approved by the Board of Directors. For the 2024 Work Report of the Board of Directors, please refer to Appendix I to this circular.

3. 2024 Work Report of the Board of Supervisors

An ordinary resolution will be proposed at the 2024 Annual General Meeting to approve the "2024 Work Report of the Board of Supervisors of Luzhou Bank Co., Ltd." of the Bank. The 2024 Work Report of the Board of Supervisors has been considered and approved by the Board of Supervisors. For the 2024 Work Report of the Board of Supervisors, please refer to Appendix II to this circular.

4. 2024 Evaluation Report on the Performance of Duties by the Directors, Supervisors and Senior Management

Based on the relevant criteria for evaluation of performance of duties by the Directors, Supervisors and senior management, the Board of Supervisors conducted evaluation of the performance of duties by the Directors, Supervisors and senior management for 2024, and is of the view that the evaluation level of performance of duties by all Directors, Supervisors and

LETTER FROM THE BOARD

senior management in 2024 is “competent”. It is proposed that the Bank shall settle and pay in full the annual performance remuneration (allowances) to its Directors, Supervisors and senior management pursuant to the remuneration packages of Directors and Supervisors considered and approved at the 2022 first extraordinary general meeting of the Bank, and the remuneration assessment measures for the management considered and approved by the Board. The evaluation report is summarized as follows:

I. Evaluation of Performance of Duties by Directors

The Board of Supervisors is of the view that in 2024, members of the Board of Directors diligently fulfilled their fiduciary duties to the Bank and all Shareholders with professionalism and efficiency. The scope of board resolutions continued to expand, decision-making capabilities were further enhanced, and its pivotal role in corporate governance became increasingly evident.

II. Evaluation of Performance of Duties by Supervisors

The Board of Supervisors is of the view that in 2024, members of the Board of Supervisors continued to strengthen their internal governance, innovate supervision approaches, and enhance supervisory capabilities. Significant breakthroughs were achieved in overseeing the execution of decisions by the Board of Directors and senior management, financial management, compliance and risk management, as well as safeguarding stakeholders’ interests. These efforts have provided strong assurance for the Bank’s sound and sustainable development.

III. Evaluation of Performance of Duties by the Senior Management

The Board of Supervisors is of the view that in 2024, amid accelerating changes in financial policies and market conditions, coupled with mounting operational pressures on small and medium-sized banks, the senior management of the Bank steered all staff with strategic resolve. By persistently doing what is right but difficult, the Bank achieved sustained performance improvement, strengthened internal governance, and elevated its developmental quality.

The above-mentioned 2024 Evaluation Report on the Performance of Duties by the Directors, Supervisors and Senior Management has been considered and approved by the Board of Supervisors, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of ordinary resolution.

LETTER FROM THE BOARD

5. 2024 Final Financial Accounts Report

The 2024 Final Financial Accounts Report of the Bank prepared in accordance with IFRS is summarized as follows:

In 2024, the net profit of the Bank amounted to RMB1,276 million, representing a year-on-year increase of RMB281 million or 28.31%. The basic earnings per share were RMB0.43; the average return on net assets was 11.24%; the return on average total assets was 0.78%.

As of the end of 2024, the balance of non-performing loans (“NPLs”) amounted to RMB1,229 million, representing a year-on-year decrease of RMB16 million; the NPLs ratio was 1.19%, representing a year-on-year decrease of 0.16 percentage point, so that the asset quality was generally kept at a manageable level. The allowance coverage ratio was 435.19%, representing a year-on-year increase of 62.77 percentage points; the allowance to gross loan ratio was 5.18%, representing a year-on-year increase of 0.17 percentage point.

Please refer to the 2024 annual report and the financial statements included therein published by the Bank for details of the 2024 Final Financial Accounts of the Bank.

The 2024 Final Financial Accounts Report has been considered and approved by the Board, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of ordinary resolution.

6. 2024 Profit Distribution Plan

According to the 2024 audit results and the requirements of relevant laws and regulations, the 2024 Profit Distribution Plan of the Bank is proposed as follows:

- (i) 10% of the net profit of the Bank shall be appropriated to statutory reserve, amounting to RMB127.57 million;
- (ii) RMB148.20 million shall be additionally appropriated to general risk provisions in accordance with relevant regulations;
- (iii) interest of RMB111.90 million shall be paid for the capital bonds without a fixed term issued by the Bank; and
- (iv) cash dividends of RMB1.2 (tax inclusive) are to be distributed for every ten (10) Shares to all the Shareholders. Based on the total number of 2,717,752,062 Shares in issue of the Bank as at the Latest Practicable Date, the aggregate amount of the cash dividends proposed to be distributed is RMB326.13 million (tax inclusive).

LETTER FROM THE BOARD

The 2024 Profit Distribution Plan mentioned above has been considered and approved by the Board, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of ordinary resolution.

Meanwhile, the Board of Directors proposes to the 2024 Annual General Meeting to consider and approve the authorization to the Board of Directors to implement the above-mentioned Profit Distribution Plan, and the Board of Directors may further delegate such authorization to the chairman, the president and the secretary to the Board, to individually or jointly implement all matters related to the above-mentioned Profit Distribution Plan.

The above-mentioned proposed dividends are denominated in Renminbi and will be distributed to the Domestic Shareholders and H Shareholders in Renminbi and Hong Kong Dollars, respectively. The applicable exchange rate for calculating dividends to be distributed in Hong Kong Dollars shall be the average of the central parity rates of RMB to Hong Kong Dollars used by the interbank foreign exchange market as published by the PBoC for the five working days preceding and inclusive of the date of declaration of such dividends at the 2024 Annual General Meeting.

The proposed final dividends are subject to the consideration and approval by way of ordinary resolution by the Shareholders at the 2024 Annual General Meeting. The dividends will be distributed to the Domestic Shareholders and H Shareholders whose names appear on the register of members of the Bank on Friday, July 11, 2025. In order to determine the entitlement to the final dividend, the register of members for Domestic Shares and H Shares will be closed from Tuesday, July 8, 2025 to Friday, July 11, 2025 (both days inclusive). H Shareholders who wish to receive the final dividend shall lodge all transfer documents accompanied by the relevant H Share certificates with the H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) no later than 4:30 p.m. on Monday, July 7, 2025 to register the transfer of shares. It is expected that the dividend distribution date will be on Tuesday, July 29, 2025. If there is any change to the expected distribution date, an announcement regarding such change will be published by the Bank.

Taxes on Dividends

(I) Domestic Shareholders

(1) Individual Shareholders

Pursuant to the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) and the Regulation on the Implementation of the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法實施條例》), the Bank shall withhold and pay individual income tax at the rate of 20% for resident individual shareholders who are listed in the register of Domestic Shareholders of the Bank on the equity record date.

LETTER FROM THE BOARD

(2) Enterprise Shareholders

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Regulation on the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》), the Bank will not withhold income tax on dividends and bonuses received by resident enterprise Shareholders listed in the register of Domestic Shareholders of the Bank, and the tax payable shall be declared and paid by the enterprises themselves.

(II) *H Shareholders*

(1) Non-resident enterprise Shareholders

Pursuant to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Regulation on the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》), the Bank shall withhold and pay enterprise income tax at the rate of 10% for non-resident enterprise Shareholders who are listed on the register of H Shareholders of the Bank on the equity record date.

(2) Non-resident individual Shareholders

Pursuant to the Notice on Matters Concerning the Administration of Individual Income Tax Collection after the Annulment of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《關於國稅發 [1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), the Bank shall withhold and pay individual income tax for non-resident individual Shareholders.

For non-resident individual Shareholders who are Hong Kong and Macau residents and whose country (region) of domicile is a country (region) which has entered into a tax treaty stipulating a tax rate of 10% (applicable to cash dividends distributed to their residents) with the PRC, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

The Bank will withhold and pay individual income tax at the rate of 10% for non-resident individual Shareholders of countries or regions that have entered into tax treaties stipulating a tax rate of less than 10% (applicable to cash dividends distributed to their residents) with the PRC. If such Shareholders request a refund of the amount in excess of the amount of individual income tax payable under the tax treaty, the Bank will apply to the relevant tax bureau for a refund, provided that such Shareholders submit the required documents in accordance with the Administrative Measures on Preferential Treatment Entitled by Non-resident Taxpayers under Tax Treaties (Announcement 2019 No. 35 of the State Administration of Taxation) (《非居民納稅人享受協定待遇管理辦法》(國家稅務總局公告2019年第35號)) within the prescribed time limit.

LETTER FROM THE BOARD

For non-resident individual Shareholders of countries or regions that have entered into tax treaties stipulating tax rates higher than 10% but lower than 20% (applicable to cash dividends distributed to their residents) with the PRC, the Bank will withhold and pay individual income tax for such Shareholders at the applicable tax rates stipulated in such tax treaties.

The Bank will withhold and pay individual income tax at the rate of 20% for non-resident individual Shareholders of countries or regions that have entered into tax treaties stipulating a tax rate higher than 20% (applicable to cash dividends distributed to their residents) with the PRC and of countries or regions that have not entered into any tax treaties with the PRC and in other circumstances.

The Bank will determine the country of domicile of the individual H Shareholders based on the registered address as recorded in the register of members of the Bank on July 11, 2025 (the “**Registered Address**”). If the domicile of individual H Shareholder is not the same as the Registered Address, such individual H Shareholder shall notify the Bank’s H Share Registrar not later than 4:30 p.m. on Monday, July 7, 2025, and provide relevant supporting documents to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong). Any individual H Shareholder who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Bank assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Shareholders or any disputes over the withholding mechanism or arrangements.

7. Report on Related Party Transactions for 2024

In 2024, the Bank followed the requirements of the Measures for the Management of Related Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》), the Interim Measures for the Administration of Equity of Commercial Banks (《商業銀行股權管理暫行辦法》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Measures for the Administration of Related Party Transactions of Luzhou Bank Co., Ltd. (《泸州银行股份有限公司關聯交易管理辦法》) and the special inspection requirements for related party transactions of the regulatory authorities, continuously standardizing the management of related party transactions, ensuring the effective operation of the Bank’s related party transactions and effectively protecting the interests of the Bank and its Shareholders. The summaries of report on related party transactions are presented as follows:

LETTER FROM THE BOARD

I. Management of Related Party Transactions

(I) Improvement of the management system of related party transactions

In 2024, the Bank revised and improved the intra-Bank management system of related party transactions in combination with the actual management work of related party transactions. The Rules for the Implementation of the Management System of Related Party Transactions of Luzhou Bank (2024 Version) (《瀘州銀行關聯交易管理系統實施細則(2024年版)》) was newly published, which clarified the division of responsibilities of the system, established an effective risk prevention mechanism, and ensured the safe and efficient operation of the system.

(II) Standardization of the intra-Bank approval process for related party transactions

The Bank's general related party transactions were filed with the Related Party (Connected) Transactions Control Committee upon approval in accordance with the internal authorization system. Major related party transactions were reviewed by the Related Party (Connected) Transactions Control Committee before being submitted to the Board of Directors for approval. Independent Directors all expressed independent opinions on major related party transactions.

(III) Statistics and disclosure management of related party transactions in compliance with regulations

In 2024, the Bank continued to standardize the statistics and disclosure management of related party transactions. Firstly, it continued to optimize the reporting mechanism of the list of intra-Bank related parties to ensure that the list of related parties was regularly updated; secondly, it continued to standardize the regulatory statements and system data reporting of related party transactions to improve the quality of reporting related party transaction data; thirdly, it carried out information disclosure of related party transactions in strict compliance with regulatory requirements, disclosed the overall situation of annual related party transactions in the annual report of the Bank, disclosed major related party transactions case by case on the official website, and consolidated and disclosed general related party transactions on a quarterly basis.

(IV) Continual optimization of a management system of related party transactions

A management system of related party transactions was successfully launched at the end of 2023 and entered into the trial operation verification stage. In 2024, the Bank gradually opened the system to its all departments for use. The Bank optimized several system issues, continuously improved its operational stability and the accuracy of data processing, and further enhanced the level of informatization and intelligence in the management of related party transactions, based on the actual use of the system, in conjunction with the transformation and upgrading of the relevant business systems.

LETTER FROM THE BOARD

(V) Strict pricing management of related party transactions

Various types of related party transactions between the Bank and its related parties are priced based on the principle of market price in accordance with the relevant regulatory and intra-Bank related party transaction management provisions, the pricing method of which is determined according to the types of transactions with the related parties and specific circumstances, and the conditions are no more favorable than those for similar transactions with non-related parties, without causing damage to the Bank and stakeholders including other Shareholders, so as to ensure that the Bank's related party transactions are priced legally, fairly and reasonably.

II. Operation of the Related Party (Connected) Transactions Control Committee under the Board of Directors

The Board of Directors of the Bank established the Related Party (Connected) Transactions Control Committee under the Board of Directors, with an Independent Director serving as the chairman. As of the end of 2024, the committee consisted of 4 Directors, and the number of members met the requirements. The committee conscientiously performed its duties in accordance with the regulatory documents such as the Measures for the Management of Related Transactions of Banking and Insurance Institutions and the Measures for the Administration of Related Party Transactions of Luzhou Bank Co., Ltd., the Terms of Reference for Related Party (Connected) Transactions Control Committee of the Board of Directors of Luzhou Bank Co., Ltd., the Articles of Association and other documents of the Bank. In 2024, the Bank convened 11 meetings of the Related Party (Connected) Transactions Control Committee under the Board of Directors, reviewing and approving 13 resolutions.

III. Credit Related Party Transactions

As of the end of 2024, the Bank's net capital was RMB16,025.97 million, and the credit balance to the largest related party was RMB866.49 million, accounting for 5.41% of the net capital; the credit balance to the group customers of the largest related legal person or other organizations was RMB1,163.98 million, accounting for 7.26% of the net capital; the credit balance to all related parties was RMB3,523.4782 million, accounting for 21.99% of the net capital. The Bank's credit balance to a related party did not exceed 10% of the net capital, the credit balance to the group customers of a related legal person or other organizations did not exceed 15% of the net capital, and the credit balance to all related parties did not exceed 50% of the net capital, which was in line with the regulatory requirements.

(I) Credit Situation of General Related Party Transactions

As of the end of 2024, the Bank's credit balance of the general related party transactions was RMB669.1109 million.

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(II) Credit Situation of Significant Related Party Transactions

As of the end of 2024, the Bank's credit balance of the significant related party transactions amounted to RMB2,854.3673 million.

(III) Asset Quality of Related Party Transactions

There are no non-performing assets in the related party transactions credit of the Bank in 2024.

IV. Related Transactions in the Provision of Services

In 2024, the Bank had 26 related transactions for filing in the provision of services which were general related party transactions, involving the contract amount of RMB21.984 million.

The above-mentioned Report on Related Party Transactions for 2024 has been considered and approved by the Board, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of ordinary resolution.

8. 2025 Financial Budget Plan

According to the Bank's strategic development and business expansion needs, the 2025 total budget for operating expenses will be controlled within approximately RMB1,987 million, and such amount represents an increase of RMB199 million as compared to the operating expenses incurred by the Bank in 2024. The increase in the expenses for operating budget is primarily due to an increase in operating and administrative expenses.

The above-mentioned 2025 Financial Budget Plan has been considered and approved by the Board, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of ordinary resolution.

9. Engagement of External Auditors for 2025

Reference is made to the announcement dated March 26, 2025 of the Bank in relation to, among other things, the proposed change of external auditors.

Upon completion of the audit work of the Bank for the year 2024, PricewaterhouseCoopers Zhong Tian Limited Liability Partnership (Special General Partnership) and PricewaterhouseCoopers (collectively, "PwC"), serving as external auditors of the Bank for eight consecutive years, which is the maximum term of consecutive engagement of external auditors as stipulated in the Administrative Measures for Selection and Engagement of Accounting Firms in State-Owned Financial Institutions (Cai Jin [2020] No. 6). The Bank will not engage PwC as its external auditor at the 2024 Annual General Meeting.

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Based on the evaluation results of public tender, and upon the recommendation by the Audit Committee under the Board, the Board proposed and submitted to the 2024 Annual General Meeting for considering and approving the proposal to appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditor of the Bank's 2025 financial statements prepared in accordance with China Accounting Standards for Business Enterprises and to appoint Deloitte Touche Tohmatsu as the auditor of the Bank's 2025 financial statements prepared in accordance with International Financial Reporting Standards by way of an ordinary resolution, with their terms of office commencing from the date of approval at the 2024 Annual General Meeting and ending on the date of conclusion of the 2025 annual general meeting of the Bank. The services to be provided by the external auditors for the year 2025 mainly include the annual audit for the Bank under the International Accounting Standards and Chinese Accounting Standards, interim review under the International Accounting Standards, quarterly agreed-upon procedure services regarding the financial statements for the first and third quarters under the Chinese Accounting Standards (for the disclosure for financial bonds), and agreed-upon procedure services regarding preliminary results announcement verification, etc. The total remuneration of the external auditors for the year 2025 is RMB3.87 million.

The Bank has communicated with PwC in relation to the change of external auditors and PwC has no objection to the change of external auditors. The Bank has confirmed with PwC that they have no disagreement with the Bank regarding the change of external auditors, and there are no matters related to the change of external auditors that need to be brought to the attention of the Shareholders.

The above resolution on the engagement of external auditors in 2025 has been considered and approved by the Board of Directors, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of ordinary resolution.

10. Matters Related to the H Share Issue

Reference is made to the announcement of the Bank dated April 1, 2025 in relation to the proposed issue of New H Shares, pursuant to the Specific Mandate to be sought at the 2024 Annual General Meeting and the Class Meetings.

I. Proposed Non-public Issue of H Shares under Specific Mandate

Details of the plan for the H Share Issue are set out below:

(I) Class and nominal value of Shares issued

The shares to be issued are H Shares (ordinary shares), which are proposed to be listed on the main board of the Hong Kong Stock Exchange and will be subscribed for and traded in Hong Kong dollars. Each H Share will have a par value of RMB1.00. The New H Shares will rank *pari passu* with the Bank's existing Domestic Shares and H Shares in all respects.

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(II) Method of issuance

The Issue will be conducted by way of a non-public, targeted issuance of H Shares to specific placees under the Specific Mandate.

(III) Target placees

The target placees for the Issue are expected to be no less than six and must be qualified to subscribe for the H Shares. The target placees (together with their respective ultimate beneficial owners) shall be independent third-party qualified investors who are independent of the Bank or its connected persons (excluding those in respect of which subscription has been prohibited under relevant laws and regulations). The actual placees will be determined based on prevailing market conditions at the time of issuance. To the best of the Bank's knowledge, none of the target placees and their ultimate beneficial owners are expected to become substantial shareholders of the Bank (as defined in the Listing Rules) as a result of the Issue.

(IV) Subscription method

The New H Shares will be fully subscribed for in cash by the target placees and will be issued and allotted pursuant to the terms of the placing agreement and/or share subscription agreement to be entered into between the Bank, the placing agents, and/or qualified investors.

(V) Size of issuance

The total number of H Shares to be issued shall not exceed approximately 36.79% of the Bank's total issued share capital as of the date of Board meeting (that is 1,000,000,000 shares (inclusive)), representing approximately 132.78% of the Bank's existing total issued H Shares; and representing approximately 26.90% of the enlarged total issued share capital and approximately 57.04% of the enlarged total issued H Shares upon the completion of the Issue. If any ex-rights event, which is bonus share issuance, rights issue or conversion of capital reserve into share capital, occurs from the date of approval of the issuance plan by the Board to the date of issuance, the number of H Shares to be issued under the H Share Issue will be adjusted accordingly. The adjustment methods will be as follows:

Assuming that N_0 is the number of proposed H Shares to be issued before ex-rights adjustment, and N_1 is the number of proposed H Shares to be issued after ex-rights adjustment; in the event that an ex-rights event is triggered, where the number of shares after bonus share issuance, rights issue, or conversion into share capital per share is N , $N_1 = N_0 \times (1 + N)$.

The Bank currently has no intention nor plan to conduct the above ex-rights events.

The final maximum number of H Shares to be issued shall be subject to those approved by Sichuan Bureau of the National Financial Regulatory Administration. Within the maximum limit of the above issuance of New H Shares, the final number of Shares to be issued shall be determined by the Board or its authorized persons based on the authorization of the 2024 Annual General Meeting and the Class Meetings, and in accordance with applicable laws, market conditions, and the Bank's actual circumstances at the time of issuance.

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(VI) Method of pricing

The issue price under the Issue will be determined based on arm's length principles, taking into account capital market conditions and the Bank's share price, in accordance with the requirements of the Listing Rules, after negotiations between the Board's authorized persons and the underwriter(s). The issue price under the Issue shall not be at a discount of more than 20% to the benchmarked price, which shall be the higher of (the "**Benchmarked Price Calculation Method**");

- (i) The closing price on the date of signing the H Share placing agreement and/or subscription agreement;
- (ii) The average closing price for the five trading days preceding the earliest of the following three dates:
 - 1. The date of announcement of the H Share placing and/or subscription transaction or arrangement;
 - 2. The date of signing the H Share placing agreement and/or subscription agreement;
 - 3. The date of determination of the H Share placing or subscription price.

The Bank preliminarily expects that the benchmarked price for the Issue (the "**Expected Benchmark Price**") will be no lower than HK\$2.31 per H Share, considering which is the higher of:

- (i) the closing price of HK\$2.31 per H Share as at April 1, 2025, being the date when the Board of Directors approved the proposed non-public issue of H Shares under specific mandate and issued the relevant announcement;
- (ii) the average closing price of HK\$2.15 per H Share for the five consecutive trading days up to but excluding April 1, 2025.

Pursuant to which, the expected issue price for the Issue will be no lower than HK\$1.85 per H Share (i.e., not a discount of more than 20% to the Expected Benchmark Price) (the "**Expected Minimum Issue Price**").

After entering into the H Share placing agreement and/or subscription agreement, the Bank will calculate the benchmarked price and determine the minimum issue price (the "**Actual Minimum Issue Price**") based on the Benchmark Price Calculation Method and by reference to the closing price on the date of entering into such H Share placing agreement and/or subscription agreement. The final applicable minimum issue price for the Issue will be the higher of the Expected Minimum Issue Price and the Actual Minimum Issue Price.

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As of December 31, 2024, the Bank's audited net assets per Share attributable to Shareholders of the Bank was RMB3.73. As at the Latest Practicable Date, the closing price of per H Share of the Bank was HK\$2.60.

For illustrative purposes only, on the basis of the Expected Minimum Issue Price of HK\$1.85 per H Share for the Issue and the maximum of 1,000,000,000 H Shares to be issued, a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of the theoretical diluted price of approximately HK\$2.19 per share (i.e., the total market capitalization of the Bank immediately prior to the Issue (taking into account Expected Benchmarked Price and the number of Shares in issue (excluding treasury Shares) prior to the Issue plus the total expected proceeds raised, divided by the total expanded number of Shares after the Issue (excluding treasury Shares))) as compared to the Expected Benchmarked Price of HK\$2.31 per share is approximately 5.36%. The Bank does not expect the Issue will result in a theoretical dilution effect of 25% or more.

(VII) Use of proceeds

It is expected that the total proceeds from the Issue will be not less than HK\$1,850 million, and the net proceeds from the Issue (after deduction of relevant issuance expenses) will be not less than HK\$1,831.5 million in aggregate.

After deducting relevant issuance expenses, the net proceeds from the Issue will be entirely used to replenish the Bank's core tier-one capital.

(VIII) Allocation of accumulated undistributed profits

Upon completion of the Issue, both existing and new Shareholders of the Bank will be entitled to share the accumulated undistributed profits prior to the Issue on a pro-rata basis based on their respective shareholding proportions.

(IX) Time of issuance

The Bank will complete the Issue at an appropriate time and issuance window within the validity period of the resolutions approved at the 2024 Annual General Meeting and the Class Meetings, after obtaining approval from the Shareholders for the relevant resolutions of the Issue and approvals from relevant regulatory authorities (including but not limited to Sichuan Bureau of the National Financial Regulatory Administration and the Hong Kong Stock Exchange).

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(X) Validity period of the resolutions

The resolutions related to the H Share Issue shall remain valid for 12 months from the date of approval at the 2024 Annual General Meeting and the Class Meetings. If the Issue is not completed within this period, the Board will propose to the general meeting and the class meetings to consider and, if deemed appropriate, approve an extension of the validity period of the resolutions.

(XI) Listing arrangements

Application will be made by the Bank to the Listing Committee of the Hong Kong Stock Exchange for the listing of and permission to deal in all the New H Shares on the Hong Kong Stock Exchange, as and when appropriate.

The aforesaid resolution in relation to the H Share Issue plan has been considered and approved by the Board of Directors and will be submitted to the 2024 Annual General Meeting for consideration and approval item by item by way of special resolutions and to the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting for consideration and approval item by item, respectively.

II. Authorization to the Board and its Authorized Persons to Deal with Matters in Relation to the Non-public Issuance of H Shares in their Sole Discretion

The Board will seek the Shareholders' authorization at the 2024 Annual General Meeting and the Class Meetings respectively authorizing the Board and such persons authorized by the Board to deal with and complete all the matters in relation to the Issue in their sole discretion. Such matters include but are not limited to:

- (i) Within the constraints of the Issue plan approved at the 2024 Annual General Meeting and the Class Meetings, making modifications and refinements to the Issue plan based on the opinions of domestic and overseas regulatory authorities and the Hong Kong Stock Exchange, while considering market conditions and the Bank's actual circumstances, and organizing its specific implementation. This includes, but is not limited to, determining the actual issuance size/quantity, issuance price, pricing method, issuance timing, target placees, use of proceeds, and other specific matters related to the Issue. In the event of changes in applicable laws, regulations, normative documents, regulatory policies, or market conditions, making corresponding adjustments to the specific plan of the Issue and related matters (including suspending or terminating the issuance plan), except for matters that must be re-approved by the general meeting in accordance with relevant laws, regulations, normative documents, and the Bank's Articles of Association;

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- (ii) Negotiating, determining, signing, executing, and completing placing agreements and/or share subscription agreements (including necessary supplemental agreements) with placing agents and/or subscribers in relation to the placement and/or share subscription (including contents of placing agreements and/or share subscription agreements) under the Issue plan;
- (iii) Handling approvals, registrations, filings, authorizations, and consents related to the Issue with domestic and overseas regulatory authorities and the Hong Kong Stock Exchange (including applying to the Hong Kong Stock Exchange for the listing and trading of all New H Shares issued under the Issue); signing, executing, amending, and completing all necessary documents submitted to domestic and overseas institutions, organizations, and individuals in relation to the Issue; and taking all necessary, appropriate, or suitable actions in connection with the Issue;
- (iv) Drafting, amending, signing, submitting, publishing, disclosing, executing, suspending, or terminating agreements, contracts, announcements, circulars, or other legal documents related to the Issue; appointing placing agents, law firms, accounting firms, and other intermediaries related to the Issue, and determining and paying the relevant costs of the Issue;
- (v) After the completion of the Issue, making corresponding amendments to the provisions of the Articles of Association regarding registered capital and share capital structure, and handling change, filings, registrations and other procedures with the company registration authority and other relevant government departments;
- (vi) After the completion of the Issue, handling share registration and listing matters, increasing the Bank's registered capital based on the results of the Issue, obtaining regulatory approvals, and completing registration and filing procedures with the market supervision authority (including applying for changes to the Bank's company registration details and reissuing the business license, etc.);
- (vii) Approving and authorizing the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited, to act on behalf of the Bank to: (a) issue shares to placees and/or subscribers and record them in the H Share Register of the Bank in Hong Kong as new H Shareholders; and/or (b) issue shares to HKSCC Nominees Limited, acting as the new H Shareholder, in accordance with the instructions of the placees and/or subscribers and in compliance with the Hong Kong Stock Exchange's relevant guidelines, and deliver such shares to Hong Kong Securities Clearing Company Limited for deposit into the relevant accounts within the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited, while registering HKSCC Nominees Limited as the new H Shareholder in the H Share Register of the Bank in Hong Kong;
- (viii) Taking all necessary actions permitted by applicable laws and regulations to handle any other matters related to the Issue.

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The persons authorized by the Board under this authorization include the chairman of the Board, the president, and the secretary of the Board of the Bank.

This authorization shall remain valid for a period of twelve (12) months from the date of approval at the 2024 Annual General Meeting and the Class Meetings.

The aforesaid resolution in relation to the H Share Issue authorization has been considered and approved by the Board of Directors and will be submitted to the 2024 Annual General Meeting for approval by way of special resolution and to the Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting for approval, respectively.

Depending on market conditions, the Board may or may not exercise the Specific Mandate, if granted, to issue the New H Shares. If the Board proceeds with the H Share Issue pursuant to the Specific Mandate, separate announcement(s) will be made by the Bank in due course.

III. General Information Regarding H Share Issue

Conditions of the H Share Issue

Completion of the H Share Issue shall be subject to the fulfillment of the below conditions:

- (i) obtaining approval by the Shareholders at the 2024 Annual General Meeting and the Class Meetings;
- (ii) obtaining necessary approvals from the Sichuan Bureau of the National Financial Regulatory Administration;
- (iii) entering into the subscription and/or placing agreement(s) between the Bank and the investors and/or the placing agent(s) and such subscription agreement(s)/placing agreement(s) not being terminated in accordance with the terms therein; and
- (iv) the Hong Kong Stock Exchange granting the listing of, and permission to deal in, all the New H Shares to be issued and allotted under the H Share Issue.

Reasons for and benefits of the H Share Issue

The Bank will make full use of the financing advantages of the Hong Kong capital market and intends to replenish the core tier-one capital by financing so as to further strengthen its comprehensive competitiveness. Core tier-one capital is the foundation for commercial banks to carry out various major businesses such as lending. At the end of 2024, the Bank's core tier-one capital adequacy ratio was 8.27%, which met regulatory requirement but was lower than the average core tier-one capital adequacy ratio of 11.00% for commercial banks nationwide (excluding foreign bank branches) at the end of the same period. Upon completion of the H Share Issue, the Bank will maintain adequate capital levels across all tiers, with its core tier-one capital being effectively replenished in particular. Regulatory indicators such as the core tier-one capital adequacy ratio will be practically improved to further enhance the

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Bank's ability to respond to various risk events, thereby ensuring the Bank's sustained compliance with regulatory requirements, strengthening its safety margin, and bolstering its risk resilience. On this basis, further credit capacity can be generated, which will help enhance the efficiency and scale of financial support to local real enterprises, better support the real economy, and ultimately achieve a virtuous cycle of internal sustainable earnings retention and exogenous capital replenishment, as well as the Bank's sustainable development.

Having considered, among other things, the foregoing reasons for and benefits of the H Share Issue, the Directors are of the view that the non-public issue of New H Shares under the Specific Mandate is in the interests of the Bank and the Shareholders as a whole.

Effects of the H Share Issue on the shareholding structure of the Bank

For reference and illustration purposes only, assuming that a total of 1,000,000,000 (inclusive) New H Shares under the H Share Issue are approved to issue and all of the New H Shares are issued, and there are no changes to the issued share capital of the Bank prior to completion of the H Share Issue, the shareholding structure of the Bank as at the Latest Practicable Date and immediately after the completion of the H Share Issue is set out as follows:

	As at the Latest Practicable Date		Immediately after completion of the H Share Issue	
	Number of Shares	As a percentage of total issued Shares (%)	Number of Shares ⁽⁸⁾	As a percentage of total issued Shares ⁽⁸⁾ (%)
Domestic Shares				
<i>Including</i>				
Luzhou Laojiao Group Co., Ltd. ⁽¹⁾	390,528,000	14.37	390,528,000	10.50
Luzhou Laojiao Co., Ltd. ⁽¹⁾	43,392,000	1.60	43,392,000	1.17
Sichuan Jiale Enterprise Group Co., Ltd. ⁽²⁾	325,440,000	11.97	325,440,000	8.75
Sichuan Luzhou Jiale Real Estate Co., Ltd. ⁽²⁾	8,678,400	0.32	8,678,400	0.23
Luzhou Xinfu Mining Industry Group Co., Ltd. ⁽³⁾	325,440,000	11.97	325,440,000	8.75
LIU Shirong ⁽⁴⁾	13,018	0.0005	13,018	0.0004
LAN Ying ⁽⁵⁾	19,527	0.0007	19,527	0.0005
Other Domestic Shareholders	871,121,117	32.05	871,121,117	23.43

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	As at the Latest Practicable Date		Immediately after completion of the H Share Issue	
		As a percentage of total issued Shares (%)		As a percentage of total issued Shares ⁽⁸⁾ (%)
	Number of Shares		Number of Shares ⁽⁸⁾	
H Shares⁽⁶⁾				
<i>Including</i>				
H Shareholders	753,120,000	27.71	753,120,000	20.26
New H Shares	–	–	1,000,000,000	26.90
Total	2,717,752,062	100.00	3,717,752,062	100.00

Notes:

- (1) As at the Latest Practicable Date, Luzhou Laojiao Group Co., Ltd., directly holding 390,528,000 Domestic Shares, was one of the Bank's substantial Shareholders. To the best of the Bank's knowledge, Luzhou Laojiao Co., Ltd. was a subsidiary of Luzhou Laojiao Group Co., Ltd. and directly held 43,392,000 Domestic Shares as at the Latest Practicable Date; therefore, the Domestic Shares held by Luzhou Laojiao Group Co., Ltd. and Luzhou Laojiao Co., Ltd. are not counted as Shares held by the public as defined in Rule 8.24 of the Listing Rules.
- (2) As at the Latest Practicable Date, Sichuan Jiale Enterprise Group Co., Ltd., directly holding 325,440,000 Domestic Shares, was one of the Bank's substantial Shareholders and was beneficially owned as to 80% by Mr. XIONG Guoming, a Director of the Bank. To the best of the Bank's knowledge, Sichuan Luzhou Jiale Real Estate Co., Ltd. directly held 8,678,400 Domestic Shares as at the Latest Practicable Date. Moreover, Luzhou Yijia Real Estate Development Co., Ltd. (瀘州益佳房地產開發有限公司) had approximately 92.68% equity interest in Sichuan Luzhou Jiale Real Estate Co., Ltd., and Sichuan Jiale Yijia Industrial Co., Ltd. (四川佳樂益佳實業有限公司) had approximately 70.44% equity interest in Luzhou Yijia Real Estate Development Co., Ltd. and was beneficially owned as to 80% by Mr. XIONG Guoming, a Director of the Bank; therefore, Mr. XIONG Guoming, a Director of the Bank, is deemed to be interested in the Domestic Shares held by Sichuan Jiale Enterprise Group Co., Ltd. and Sichuan Luzhou Jiale Real Estate Co., Ltd., which are not counted as Shares held by the public as defined in Rule 8.24 of the Listing Rules.
- (3) As at the Latest Practicable Date, Luzhou Xinfu Mining Industry Group Co., Ltd., directly holding 325,440,000 Domestic Shares, was one of the Bank's substantial Shareholders; therefore, the Domestic Shares held by it are not counted as Shares held by the public as defined in Rule 8.24 of the Listing Rules.
- (4) Mr. LIU Shirong is a Director of the Bank; therefore, the Domestic Shares held by him are not counted as Shares held by the public as defined in Rule 8.24 of the Listing Rules.
- (5) Ms. LAN Ying is the spouse of Mr. CHEN Yong, a Supervisor of the Bank; therefore, the Domestic Shares held by her are not counted as Shares held by the public as defined in Rule 8.24 of the Listing Rules.
- (6) To the best of the Directors' knowledge, all H Shares in issue and all New H Shares to be issued under the H Share Issue are held by the public as defined in Rule 8.24 of the Listing Rules. Therefore, as at the Latest Practicable Date and immediately after the completion of the H Share Issue, the approximate

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percentage of the number of Shares held by the H Share public Shareholders to the total number of issued Shares of the Bank is 27.71% and 47.16%, respectively. The Domestic Shares held by the Domestic Shareholders of the Bank are not counted as Shares held by the public (as defined in Rule 8.24 of the Listing Rules).

- (7) Percentages are rounded to two or four decimal places.
- (8) The sum of the number of Shares and the shareholding percentage may not be equal to the total number or percentage due to rounding.

Application for listing

Application will be made by the Bank to the Listing Committee of the Hong Kong Stock Exchange for the listing of and permission to deal in all the New H Shares on the Hong Kong Stock Exchange, as and when appropriate.

Equity fund raising activities of the Bank in the past twelve months

The Bank has not conducted any fund-raising activities involving the issue of equity securities in the twelve months immediately prior to the Latest Practicable Date.

IV. Proposed Change of the Registered Capital

After the completion of the H Share Issue, the Bank's registered capital will change (the specific amount of the Bank's changed registered capital will be determined based on the actual number of H Shares issued). The Bank will submit application materials for the change of registered capital to the financial regulatory authorities in accordance with the requirements of domestic and overseas laws, regulations and regulatory documents. After obtaining the approval from the financial regulatory authorities, the Bank will amend the relevant provisions in its Articles of Association and proceed with the change registration at the market supervision and management department.

The Board of Directors intends to request the Shareholders at the 2024 Annual General Meeting to authorize the Board of Directors, and the Board of Directors will sub-authorize the chairman, the president and the secretary of the Board, either individually or jointly, to handle subsequent approvals or filings related to the change of the Bank's registered capital and to handle change registrations with the market supervision and management department, the Hong Kong Companies Registry and other relevant government departments in accordance with domestic and overseas laws, regulations and other regulatory documents, as well as the requirements and suggestions of relevant domestic and overseas regulatory authorities and the stock exchange where the Bank is listed.

The above-mentioned resolution regarding the proposed change of the registered capital has been considered and approved by the Board of Directors and will be submitted to the 2024 Annual General Meeting for consideration and approval as a special resolution.

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V. Proposed Amendments to the Articles of Association in Relation to Non-public Issue of H Shares

After the completion of the H Share Issue, the Bank's registered capital, equity structure and other relevant details will change. In accordance with relevant laws, regulations and the requirements of regulatory authorities, once the Bank's application for change of registered capital is approved by the financial regulatory authorities, the relevant articles in the Articles of Association will be amended, as detailed below:

Articles to be Amended	Before Amendment	After Amendment
Article 6	The registered capital of the Bank is RMB2,717,752,062.	The registered capital of the Bank is RMB[●].
Article 24	The Bank is promoted by Luzhou Municipal Finance Bureau, the original shareholders of eight former urban credit cooperatives and two rural credit cooperatives in Luzhou and new Shareholders joining us as promoters. Upon approval by the examination and approval department authorized by the State Council, the Bank issued 100,763,700 ordinary shares to the promoters at the time of its establishment, accounting for 100% of the total ordinary shares that the Bank could issue then. The capital contribution was made in September 1997 by way of net assets and currency. The Bank may issue 627,600,000 ordinary shares upon approval by the securities regulatory authorities including the examination and approval department authorized by the State Council.	The Bank is promoted by Luzhou Municipal Finance Bureau, the original shareholders of eight former urban credit cooperatives and two rural credit cooperatives in Luzhou and new Shareholders joining us as promoters. Upon approval by the examination and approval department authorized by the State Council, the Bank issued 100,763,700 ordinary shares to the promoters at the time of its establishment, accounting for 100% of the total ordinary shares that the Bank could issue then. The capital contribution was made in September 1997 by way of net assets and currency. The Bank may issue 627,600,000 ordinary shares upon approval by the securities regulatory authorities including the examination and approval department authorized by the State Council.

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Articles to be Amended	Before Amendment	After Amendment
	The equity structure of the Bank is: 2,717,752,062 ordinary shares, including 1,964,632,062 domestic shares, accounting for 72.29% of the total ordinary shares that the Bank can issue; 753,120,000 H Shares, accounting for 27.71% of the total ordinary shares that the Bank can issue.	The equity structure of the Bank is: [●] ordinary shares, including 1,964,632,062 domestic shares, accounting for [●]% of the total ordinary shares that the Bank can issue; [●] H Shares, accounting for [●]% of the total ordinary shares that the Bank can issue.

Note: The numbers in [●] will be filled in according to the actual issuance results of the Issue.

The Board of Directors intends to request the Shareholders at the 2024 Annual General Meeting to authorize the Board of Directors, and the Board of Directors will sub-authorize the chairman, the president and the secretary of the Board, either individually or jointly, to subsequently amend the articles in the Articles of Association related to the Issue, handle the approvals or filings related to the amendments in the Issue, and handle the change registrations with the market supervision and management department, the Hong Kong Companies Registry and other relevant government departments in accordance with domestic and overseas laws, regulations and other regulatory documents, the requirements and suggestions of relevant domestic and overseas regulatory authorities and the stock exchange where the Bank is listed, and the actual situation of the Issue.

The amended Articles of Association will come into effect on the date when the Bank obtains the approval from the relevant regulatory authorities for the corresponding change of registered capital for the H Share Issue after approval by the Shareholders' general meeting.

The above-mentioned resolution regarding the proposed amendments to the Articles of Association has been considered and approved by the Board of Directors and will be submitted to the 2024 Annual General Meeting for consideration and approval as a special resolution.

11. 2025 Fixed Assets Investment Plan

In accordance with the needs of business development of the Bank, the Bank plans to increase the fixed assets investment amounting to approximately RMB52.41 million in 2025, details of which are set out as follows:

- (i) approximately RMB42.01 million for hardware procurement for information technology projects (including purchase of hardware equipment, intelligent products and basic office IT equipment necessary for the construction of information systems);

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- (ii) approximately RMB9.16 million for investments in newly-established and renovated business rooms of new branches;
- (iii) approximately RMB0.56 million for purchase of business vehicles; and
- (iv) approximately RMB0.68 million for other equipment and facilities.

The above-mentioned 2025 Fixed Assets Investment Plan has been considered and approved by the Board, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of special resolution.

12. Proposed Amendments to the Articles of Association

To implement the decisions and arrangements of the CPC Central Committee and the State Council, optimize and improve the corporate governance structure, and complete the reform tasks of the board of supervisors of state-owned financial enterprises, in accordance with the Company Law, the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law (Jin Gui [2024] No. 23) issued by the National Financial Regulatory Administration, the Listing Rules, and other relevant laws and regulations and regulatory systems, as well as the relevant requirements of the authorities and regulatory departments, and based on the actual corporate governance situation of the Bank, the Bank proposed to amend the Articles of Association. Details of the proposed amendments to the Articles of Association are set out in Appendix III to this circular.

The above resolution on the proposed amendments to the Articles of Association has been considered and approved by the Board of Directors, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of special resolution.

Meanwhile, the Board of Directors proposes to the Shareholders' General Meeting to authorize the Board and approve the Board's delegation of such authorization to the chairman, the president, and the secretary to the Board of the Bank, either individually or jointly, to make further appropriate and necessary amendments to the amendments to the Articles of Association based on the review opinions of regulatory authorities, the stock exchange where the Bank's shares are listed, and other relevant authorities, and to handle matters such as registration of the changes with the market supervision authorities and other relevant government departments.

The proposed amendments to the Articles of Association are subject to the consideration and approval of the Shareholders at the 2024 Annual General Meeting and the approval by the Sichuan Bureau of the National Financial Regulatory Administration. Before the amended Articles of Association obtains the aforementioned regulatory approval, the existing Articles of Association shall remain in force.

LETTER FROM THE BOARD

13. Proposed Amendments to the Rules of Procedure of the Shareholders' General Meeting

Pursuant to the relevant provisions of the Company Law and other applicable laws and regulations, and based on the Bank's actual corporate governance practices as well as the amendments to the Articles of Association, the Bank proposes to make amendments to the Rules of Procedure of the Shareholders' General Meeting, and the name of the Rules of Procedure will be changed to the Rules of Procedure of the Shareholders' Meeting of Luzhou Bank Co., Ltd. after the amendments. Details of the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting are set out in the Appendix IV to this circular.

The above resolution on the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting has been considered and approved by the Board of Directors, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of special resolution.

Meanwhile, the Board of Directors proposes to the Shareholders' general meeting to authorize the Board and approve the Board's delegation of such authorization to the chairman, the president, and the secretary to the Board of the Bank, either individually or jointly, to make further appropriate and necessary amendments to the amendments to the Rules of Procedure of the Shareholders' General Meeting based on the review opinions of regulatory authorities, the stock exchange where the Bank's shares are listed, and other relevant authorities.

The amendments to the Rules of Procedure of the Shareholders' General Meeting is being carried out concurrently with the amendments to the Articles of Association. The proposed amendments to the Rules of Procedure of the Shareholders' General Meeting is subject to the consideration and approval of the shareholders at the 2024 Annual General Meeting and will take effect on the same date when the proposed amendments to the Articles of Association are considered and approved at the 2024 Annual General Meeting and approved by the Sichuan Bureau of the National Financial Regulatory Administration. Until then, the existing Rules of Procedure for the Shareholders' General Meeting shall remain in force.

14. Proposed Amendments to the Rules of Procedure of the Board of Directors

Pursuant to the relevant provisions of the Company Law and other applicable laws and regulations, and based on the Bank's actual corporate governance practices as well as the amendments to the Articles of Association, the Bank proposes to make amendments to the Rules of Procedure of the Board of Directors. Details of the proposed amendments to the Rules of Procedure of the Board of Directors are set out in the Appendix V to this circular.

The above resolution on the proposed amendments to the Rules of Procedure of the Board of Directors has been considered and approved by the Board of Directors, and will be submitted to the 2024 Annual General Meeting for consideration and approval by way of special resolution.

LETTER FROM THE BOARD

Meanwhile, the Board of Directors proposes to the Shareholders' general meeting to authorize the Board and approve the Board's delegation of such authorization to the chairman, the president, and the secretary to the Board of the Bank, either individually or jointly, to make further appropriate and necessary amendments to the amendments to the Rules of Procedure of the Board of Directors based on the review opinions of regulatory authorities, the stock exchange where the Bank's shares are listed, and other relevant authorities.

The amendments to the Rules of Procedure of the Board of Directors is being carried out concurrently with the amendments to the Articles of Association. The proposed amendments to the Rules of Procedure of the Board of Directors is subject to the consideration and approval of the shareholders at the 2024 Annual General Meeting and will take effect on the same date when the Articles of Association are considered and approved at the 2024 Annual General Meeting and approved by the Sichuan Bureau of the National Financial Regulatory Administration. Until then, the existing Rules of Procedure of the Board of Directors shall remain in force.

15. Proposed Abolishment of the Board of Supervisors

In accordance with the Company Law, the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law (Jin Gui [2024] No. 23) issued by the National Financial Regulatory Administration and relevant laws and regulations and regulatory systems, and relevant requirements on reform of the board of supervisors of state-owned financial enterprises, the Bank proposed to abolish the board of supervisors (the **"Abolishment of the Board of Supervisors"**), amend the Articles of Association accordingly, delete the contents related to the board of supervisors and supervisors, and transfer the powers of the board of supervisors under the Company Law and other laws and regulatory requirements to the audit committee under the Board to exercise such powers.

Meanwhile, the Board proposes to the Shareholders' general meeting to authorize the Board and approve the Board's delegation of such authorization to the chairman, the president, and the secretary to the Board of the Bank, either individually or jointly, to handle the registration of the changes related to the Abolishment of the Board of Supervisors and take all the necessary actions to decide and handle all matters related to the Abolishment of the Board of Supervisors as permitted by the relevant laws and regulations.

The Abolishment of the Board of Supervisors is subject to the consideration and approval of the shareholders by way of special resolution at the 2024 Annual General Meeting and consideration and approval of the proposed amendments to the Articles of Association at the 2024 Annual General Meeting and approval by the Sichuan Bureau of the National Financial Regulatory Administration. Upon formal Abolishment of the Board of Supervisors, the rules of procedure of the board of supervisors, the rules of procedure for the nomination committee under the board of supervisors and the rules of procedure for the supervision committee under the board of supervisors of the Bank and other corporate governance systems related to the board of supervisors will be terminated, and the existing members of the board of supervisors shall cease to hold any positions related to the supervisors, the board of supervisors and its subordinate committees.

LETTER FROM THE BOARD

III. 2024 ANNUAL GENERAL MEETING AND THE CLASS MEETINGS

The Bank intends to convene the 2024 Annual General Meeting at 9:00 a.m. on Monday, June 30, 2025 at Meeting Room 1101, 11th Floor, Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, and the subsequent Class Meetings to consider and, if thought fit, pass resolutions in respect of the matters set out in the Notice of 2024 Annual General Meeting, the Notice of Domestic Shareholders' Class Meeting and the Notice of H Shareholders' Class Meeting. The Notice of 2024 Annual General Meeting, the Notice of Domestic Shareholders' Class Meeting and the Notice of H Shareholders' Class Meeting are set out on pages 176 to 184 of this circular.

Closure of Register of Members

In order to determine the list of Shareholders who are entitled to attend and vote at the 2024 Annual General Meeting and the Class Meetings, the H Share register of members of the Bank will be closed from Wednesday, June 25, 2025 to Monday, June 30, 2025 (both days inclusive). Shareholders who intend to attend and vote at the 2024 Annual General Meeting and the Class Meetings shall lodge all the transfer documents together with the relevant share certificates with the H Share Registrar, Computershare Hong Kong Investor Services Limited (address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) (for H Shareholders) or the Bank's office of the Board of Directors (address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000) (for Domestic Shareholders) no later than 4:30 p.m. on Tuesday, June 24, 2025.

Reply Slip and Form of Proxy

Shareholders who intend to appoint a proxy to attend the 2024 Annual General Meeting and the Class Meetings shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The form of proxy should be returned, in person or by post, to Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) (for H Shareholders) or the Bank's office of the Board of Directors (Address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000) (for Domestic Shareholders) in any event no later than 24 hours before the time fixed for holding the 2024 Annual General Meeting, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting or any adjourned meeting thereof (i.e. no later than 9:00 a.m. on Sunday, June 29, 2025, 9:30 a.m. on Sunday, June 29, 2025 and 10:00 a.m. on Sunday, June 29, 2025, respectively).

LETTER FROM THE BOARD

Shareholders who intend to attend the 2024 Annual General Meeting and the Class Meetings (or any adjourned meeting thereof) in person or by proxy shall complete and return the reply slip for attending the 2024 Annual General Meeting and the Class Meetings (or any adjourned meeting thereof) by hand, by fax or by post to the H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; fax number: +852-2865 0990) (for H Shareholders) or the Bank's office of the Board of Directors (Address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000; fax number: +86-830-3100625) (for Domestic Shareholders), such that the reply slip shall be received by the Bank 10 days before the 2024 Annual General Meeting and the Class Meetings (i.e. on or before Thursday, June 19, 2025).

A Shareholder may complete the form of proxy of the Bank to appoint one or more persons (regardless of whether he/she is a Shareholder) to attend and vote at the 2024 Annual General Meeting and the Class Meetings (or any adjourned meeting thereof) on his or her behalf. A proxy does not need to be a Shareholder of the Bank.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2024 Annual General Meeting and the Class Meetings (or any adjourned meeting thereof) and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the 2024 Annual General Meeting and the Class Meetings.

Voting by Poll at the 2024 Annual General Meeting and the Class Meetings

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the 2024 Annual General Meeting and the Class Meetings will therefore demand a poll for every resolution at the 2024 Annual General Meeting and the Class Meetings pursuant to the Articles of Association. On a poll, each Shareholder who attends the 2024 Annual General Meeting and the Class Meetings in person or by proxy (or where the Shareholder is a corporation, by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members of the Bank. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast the votes he/she/it used in the same manner.

LETTER FROM THE BOARD

IV. RECOMMENDATION

The Board of Directors (including Independent Non-executive Directors) considers that all the resolutions set out in the Notice of 2024 Annual General Meeting, Notice of Domestic Shareholders' Class Meeting and the Notice of H Shareholders' Class Meeting for consideration and approval by the Shareholders are in the best interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions set out in the Notice of 2024 Annual General Meeting, Notice of Domestic Shareholders' Class Meeting and Notice of H Shareholders' Class Meeting which are to be proposed at the 2024 Annual General Meeting and the Class Meetings.

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

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

2024 WORK REPORT OF THE BOARD OF DIRECTORS

In 2024, amid a complex and challenging external environment and intensifying industry competition, our Board of Directors conscientiously implemented the guiding principles of the Third Plenary Session of the 20th CPC Central Committee, actively executed the decisions and policies of the provincial and municipal governments, and strictly adhered to all regulatory requirements. Committed to high-quality development as the overarching strategy, the Board aligned the Bank's governance with best practices, advanced transformation initiatives, continuously strengthened its development foundation, and proactively integrated into the broader landscape of regional economic and social development. Through innovation and service optimization, the Bank successfully elevated its high-quality development to new heights.

I. Overall Operation in 2024

As of the end of 2024, the Bank's total assets reached RMB171.000 billion, representing an increase of RMB13.363 billion or 8.48% as compared to the beginning of the year; total deposits amounted to RMB135.314 billion, representing an increase of RMB17.690 billion or 15.04% as compared to the beginning of the year; total loans stood at RMB103.928 billion, representing an increase of RMB10.889 billion or 11.70% as compared to the beginning of the year. The Bank recorded total operating income of RMB5.209 billion for the year, reflecting a year-on-year increase of 9.20%, and achieved a net profit of RMB1.276 billion, up by 28.31% year-on-year. The return on assets was 0.78%, and the return on equity was 11.24%. The NPL ratio declined to 1.19%, down by 0.16 percentage point from the beginning of the year, maintaining a superior level compared to other city commercial banks in the province.

While various business indicators experienced rapid and steady growth, the Bank's sound business development was recognized by regulatory authorities and all circles of society, with a regulatory rating of 3A and a comprehensive evaluation from the People's Bank of China at an A level. In the "Gyroscope" evaluation system of the China Banking Association, the Bank ranked 15th among city commercial banks and ranked 1st in terms of employee's communication and coordination skills. For the first time, the Bank was included in The Banker's "Top 1000 World Banks 2024" ranking, placing 674th globally. Additionally, it was ranked 15th in the "Top 20 of ESG Comprehensive Performance of City Commercial Banks" released by the China Financial Media Corporation. The Bank's market recognition and brand influence continue to strengthen.

II. Major Work in 2024

(I) Uphold our original mission and support the development of the real economy

In 2024, the Board focused on core business areas, exerting precise efforts, deepening our main responsibilities, and continuously strengthening support for the real economy. The Bank provided high-quality financial services for major strategic layouts and key sectors, contributing strong momentum to the promotion of high-quality economic development and creating a new chapter in supporting the real economy. **Firstly**, focusing on key industries. The Bank provided financial services for the liquor industry, pharmaceutical and healthcare industry, advanced materials industry, electronic information industry, energy and chemical industry, equipment manufacturing industry, and other key sectors. **Secondly**, developing a diversified product system. The Bank launched 36 specialized loan products to meet the diverse financing needs of different customers, enhancing customer loyalty and identifying new profit growth points. **Thirdly**, supporting the development of small and micro enterprises. By the end of the year, the Bank's balance of relending to small and micro enterprises amounted to RMB6.2 billion, ranking first among city commercial banks in the province. The Bank successfully issued RMB1.8 billion in SME bonds and RMB500 million in SME Loan ABS, optimizing resource allocation and reducing financing costs for small and micro businesses. **Fourthly**, actively fulfilling social responsibility. The Bank strengthened the construction of rural payment points and increased financial support for the agriculture, rural areas, and farmers, improving the risk tolerance standards for agricultural loans and enhancing rural inclusive financial services. The Bank also supported infrastructure development in impoverished areas, increased contributions to educational funds, reinforced the results of poverty alleviation efforts, and further deepened support for rural revitalization initiatives.

(II) Strengthen corporate governance effectiveness and solidify the foundation for high-quality development

- 1. Continuously strengthen Party leadership.** The Bank has further deepened the organic integration of Party leadership with corporate governance, strategically planning at the highest level, solidifying institutional foundations, and focusing on execution to comprehensively enhance the Party organization's guiding, unifying, and combative roles in corporate governance. The Bank fully demonstrated the leadership core and political core role of the Party committee in "setting direction, overseeing the overall situation, and ensuring implementation", promoted the in-depth transformation of the Party's political and organizational advantages into corporate governance advantages, effectively improving corporate governance effectiveness and laying a solid foundation for the Bank's high-quality development. In March 2024, the Bank's amended Articles of Association was approved by the Sichuan Bureau of the National Financial Regulatory Administration, further clarifying the rights, responsibilities and manner of working of the Party organization at all levels of decision-making, execution, and supervision, while enhancing the normativity and effectiveness of corporate governance.

2. **Continuously enhance corporate governance effectiveness.** **Firstly**, establish and improve the institutional framework. The Board reviewed and approved the meeting rules for its specialized committees, as well as systems for operational risk management, criminal cases, and business continuity management, further improving the corporate governance system. **Secondly**, maintain effective governance mechanisms. In 2024, our Board of Directors convened two general meetings of shareholders, during which 17 proposals were considered and approved. The Board held 16 meetings, considering and hearing 78 proposals. Additionally, 32 meetings of specialized committees under the Board were held, during which 49 proposals were considered and reviewed. All Board members actively performed their duties, made prudent decisions, and offered professional opinions on significant matters, effectively safeguarding the overall interests of the Company and the legal rights of shareholders. **Thirdly**, enhance quality and effectiveness of the performance of duties. The Board actively organized training for its members to improve their decision-making abilities. It fully leveraged various remote communication tools for reporting and voting by correspondence, and regularly informed Board members of the Bank's operations through financial statements and special reports. This ensured the Board's right to be informed and greatly enhanced decision-making efficiency. **Fourth**, diversify Board membership. In 2024, the Board supplemented two independent directors. One new director is a China Certified Public Accountant, and the other has extensive experience as a senior executive at a foreign bank. This further enhanced the diversity of the Board. **Fifthly**, continuously optimize independent directors' work mechanism. Regular specialized exchange meetings for independent directors were held, focusing on the economic environment, industry conditions, the Bank's operations, risk management, and capital management. These meetings maximized the role of independent directors, who contributed valuable suggestions to the Board.

Upon the review by the Board of Directors on the corporate governance policies and their implementation, such as existing diversity policies, mechanisms for independent opinions, shareholder communication policies, reporting policies, anti-corruption policies, code of conduct, director and senior management training, in 2024, our corporate governance policies and their implementation were deemed fully effective, meeting the governance requirements for listed companies.

(III) Optimize capital management mechanism and strengthen capital management foundation

The Board diligently fulfilled its capital management responsibilities, strengthened capital constraints, and deepened the refined management of capital. **Firstly**, proactively develop mid- and long-term capital plans. The Board, taking into account factors such as the macroeconomic and financial environment, regulatory policies, and internal capital stress tests, as well as capital demand and supply, has formulated a three-year capital management plan for 2024-2026 to ensure that capital can fully support stable business development. **Secondly**, further improve capital efficiency. The Board regularly reviewed capital adequacy assessment reports and capital adequacy management plans, urging the management to continuously

strengthen the coordination and balance between capital, assets, and funds. Efforts were made to further optimize business structure and improve capital usage efficiency. **Thirdly**, advance capital supplementation in an orderly manner. The Board focused on both internal capital accumulation and external capital supplementation. On one hand, it strived to improve operational efficiency, managed costs meticulously, and strengthened profit-driven growth to stabilize the foundation of internal capital accumulation and ensure the inherent momentum for business development. On the other hand, based on business development plans, the Board precisely assessed capital needs, formulated plans for issuing capital instruments, continuously expanded financing channels, and optimized the capital structure. In 2024, the Bank successfully issued RMB600 million in capital bonds without a fixed term to supplement other tier-one capital.

(IV) Strengthen compliance management and build a solid risk defense line

- 1. Continuously strengthen internal control and compliance management.** **Firstly**, enhance daily supervision of internal control management. The Board regularly reviewed reports on internal control evaluations and risk analysis, urging the management to continuously improve the effectiveness of internal control and compliance management. Internal inspections were intensified, with expanded depth and scope, ensuring that management responsibilities were clearly defined at all levels, effectively preventing case-related risks. **Secondly**, continue to strengthen internal and external audit supervision. The Board regularly reviewed and discussed internal and external audit reports, urging senior management to take stronger corrective actions in response to audit findings.
- 2. Continue to strengthen comprehensive risk management.** The Board adhered to a prudent risk management philosophy, ensuring the principles of “comprehensive coverage, compatibility, independence, and effectiveness” were followed in balancing risks and business development. **Firstly**, enhance risk mitigation and disposal. Asset quality improved steadily, with both the balance and rate of non-performing loans decreasing, reaching the best level in nearly five years. **Secondly**, improve risk management system construction. During the year, the Bank revised and established important risk management systems, including the Administrative Measures for Operational Risk, Administration Measures for Risk Appetite, Implementation Rules for Funds Position Management, Implementation Rules for Liquidity Risk Monitoring, Early Warning, and Disposal, and Implementation Rules for the Classification of Bank Books and Trading Books. **Thirdly**, enhance risk management system support. The Bank completed the reconstruction of its liquidity risk management system and launched an integrated credit management platform. Additionally, the Bank optimized its systems for managing bank book interest rate risks and financial devaluation, enhancing the system’s ability to identify, monitor, and warn of risks. **Fourthly**, stabilize key risk management indicators. By the end of 2024, the Bank’s non-performing loan ratio stood at 1.19%, capital adequacy ratio at 13.12%, and provision coverage ratio at 435.19%, with all major risk indicators meeting regulatory requirements.

(V) Standardize the management of shareholders' equity and carry out related party transactions in compliance with regulations

- 1. Shareholder governance.** Firstly, the Board of Directors carried out the transfer of shareholders' equity in compliance with the law and continued to promote the confirmation of existing shareholders' equity and the standardization of shareholders' information. Currently, the total number of shareholders with affirmed ownership reached 1,474, with a total confirmation ratio up to 99.56%. Secondly, the Board of Directors established a ledger for managing shareholder information, and regularly evaluated the performance and fulfillment of duties and contracts of substantial and major shareholders, strengthened their awareness of performing their duties and contracts, and strictly prevented the transfer of interests.
- 2. Related party transactions.** The Board of Directors strengthened the management of related party transactions, and earnestly fulfill the obligations of deliberation, information disclosure and reporting on related party transactions. In 2024, the Bank convened a total of 11 meetings of the Related Party (Connected) Transactions Control Committee under the Board of Directors, reviewing and approving 13 resolutions. Each director regularly reported related party information and related statements in a timely manner, and strictly abided by the provisions on avoidance of related party transaction performance. The system of related party transaction management was launched, with its functions being continuously optimized to comprehensively improve the information-based and intelligence level of related party transaction management.

(VI) Actively fulfill the obligation of information disclosure and improve the level of investor relations management

Firstly, the Board of Directors strictly implemented information disclosure. Adhering to the principles of truthfulness, accuracy, timeliness and completeness, regular and temporary announcements such as the annual results announcement and amendments to the Articles of Association approved by regulatory authorities in 2024, which fully protected investors' right to know and effectively safeguarded the legitimate rights and interests of investors. Secondly, the Board of Directors actively built communication channels. The Board of Directors set up shareholder service line, telephone for investors' inquiries and mailboxes of the secretary to the Board, established a register of consultation. It maintained sound interaction with investors through multiple channels and actively responded to market concerns to enhance investors' understanding and recognition of the Bank. In 2024, the first performance exchange meeting was successfully held in five years since its listing on the Hong Kong Stock Exchange in 2018, conveying our investment value and favorable development trend to the capital market.

III. Prospects for the Bank's Work in 2025

In 2025, the Bank will resolutely implement the spirit of the central, provincial and municipal financial and economic work conferences. By focusing on high-quality development and quality improvement, the Bank will insist on seeking progress while maintaining stability, promoting stability through progress, and establishing the new before abolishing the old. It will comprehensively promote key tasks such as strengthening internal governance, preventing and defusing risks, and deepening reform and innovation, striving to promote the further development of the Bank.

(I) Strengthen strategic guidance and consolidate foundation for development

The Board of Directors will have a deep insight into the economic and financial dynamics development and fully demonstrate the effectiveness of strategic guidance. **Firstly**, it will deepen financial service provision sector. Focusing on core business fields and closely following the strategic planning of provincial and municipal development and the financial requirements of local characteristic industries, the Board of Directors will continue to increase credit support for key links such as advanced manufacturing, key industries, supply chains, and industrial chains. It will refine and optimize the business structure, scientifically directing credit resources towards the real economy, green projects, agricultural loans, and livelihood sectors to boost local development financially. **Secondly**, it will drive the iteration and upgrade of important businesses. Respective business segment will break down barriers, deeply strengthen resource sharing and pipeline integration to jointly promote the transformation and upgrading of company, retail, financial market and other business segments to higher quality and efficiency. It will anchor on the business goals of enhancing total volume, optimizing structure and controlling costs to comprehensively improve the market competitiveness of the Bank.

(II) Consolidate governance system for improved governance efficiency

The Board of Directors will consolidate the comprehensive, multi-level and refined governance system with rigorous and prudent attitudes and scientific methods. **Firstly**, the Board of Directors will continuously strengthen the organic integration of Party leadership and corporate governance, rigorously implement the Party committee's pre-study procedures, and fully leverage the key leading role of the Party committee in "setting direction, overseeing the overall situation, and ensuring implementation" to ensure correct development direction and steady development. **Secondly**, the Board of Directors will continue to play its strategic core role. It will promote the election of the Board of Directors in a steady and orderly manner, constantly improving the diversity, independence and professionalism in the composition of the Board of Directors and persistently strengthening the construction of directors' ability to perform their duties. Fully leveraging on the strategic decision-making support role of independent directors and special committees of the Board of Directors, it will strive to improve the quality and efficiency of the Board of Directors' operations. **Thirdly**, the Board of Directors will continue to optimize the equity management and related party transaction management mechanism. It will implement detailed assessment of the behavior of substantial

and major shareholders, further optimize the shareholder communication mechanism, and coordinate compliance performance of duties by shareholders; continuously improve the functions of the related party transaction management system, further optimize the management mechanism and process, and effectively prevent the risks of interest transfer and related party transactions.

(III) Uphold bottom line of compliance and enhance risk control capability

The Board of Directors will continue to give top priority to compliance operations and risk prevention. **Firstly**, the Board of Directors will continue to improve the construction of the internal control and compliance management system, strengthen the inter-position supervision and counterbalance and the internal control compliance performance assessment constraints, effectively implement the closed loop of problem excavation and rectification, make efforts to make up for shortcomings and weaknesses, and comprehensively improve the internal control management level. **Secondly**, the Board of Directors will implement the prudent and rigorous management concept. It will continue to optimize key elements such as institutions, mechanisms, processes, and systems, deeply carry out special rectification of management risks, strengthen comprehensive accountability, focus on risk prevention and control in key areas such as real estate, increase dynamic risk monitoring and early warning, accelerate the resolution and disposal of non-performing assets, and continuously consolidate the asset quality of the Bank.

(IV) Optimize capital structure and strengthen capital management

The Board of Directors will continue to optimize the quality and efficiency of capital management, improve the capital replenishment mechanism, expand the capital replenishment channels, comprehensively enhance capital strength, and improve the level of capital management. **Firstly**, the Board of Directors will initiate the revision of the Capital Administrative Measures. It will fully consider the macroeconomic situation, industry development trends and regulatory requirements, and establish and improve a more scientific, forward-looking and adaptable capital management system. **Secondly**, the Board of Directors will optimize capital allocation and improve capital utilization efficiency. It will make planning in advance and make quarterly asset allocation plans in combination with the Bank's overall development strategy; move management forward and leverage on the baton role of performance appraisal to implement capital conservation awareness in all business levels and guide all operating institutions to transform to low-capital businesses; strengthen policy study, deeply explore capital conservation space from a professional and technical level, reduce capital occupation, and achieve optimal allocation of various resources and efficient use of capital. **Thirdly**, the Board of Directors will expand the channels for capital replenishment and enhance capital strength. It will actively implement the resolution of the shareholders' general meeting on the issue of capital instruments, promote the completion of issue of perpetual bonds of RMB1.8 billion and tier-two capital bonds of RMB1.8 billion in 2025, to ensure that capital at all levels is effectively replenished; and enhance the endogenous capacity of capital by improving profitability and reasonably arranging dividends. The Board of Directors will pay close attention to market dynamics and changes in regulatory policies, promote external refinancing, and continuously enrich core tier-one capital to lay a solid capital foundation for the steady development of the Bank.

2024 WORK REPORT OF THE BOARD OF SUPERVISORS

In 2024, under the steadfast leadership of the Party committee of the Bank and with the support and cooperation of the Board of Directors and senior management, the Board of Supervisors of the Bank consistently and unswervingly implemented its supervision function. Closely aligning with the Bank's transformation strategy and key work tasks, with the core objective of safeguarding the interests of shareholders and employees and ensuring the Bank's long-term stable development, it carried out in-depth supervision work and effectively fulfilled its supervision role, making positive contributions to business transformation, strengthening internal control, risk prevention, and improving the corporate governance level.

I. Major Work of the Board of Supervisors in 2024**(I) Strengthened our political commitment and steadfastly implemented the party's leadership**

In 2024, in the face of the complex and ever-changing economic and financial environment and under the leadership of the Party Committee, the Board of Supervisors comprehensively implemented the decisions and deployments of the Party Central Committee, and continuously strengthened the leading role of party building in corporate governance. The Board of Supervisors earnestly adhered to regulatory requirements, carried out supervision work in a standardized manner, enhanced rectification of problems and constantly strengthened supervision in key areas, such as the performance of the Board of Directors and senior management, financial activities, risk management, internal control and strategic development. It clearly defined "fully implementing the Party's path, principles, and policies" and "serving the real economy and fulfilling social responsibilities" as the primary indicators for evaluating the performance of the Board of Directors, the Board of Supervisors, and senior management. It urged the Company to uphold political orientation and people-centeredness in its business management, adhere to the Party's leadership, and solidly serve the real economy and fulfill social responsibilities.

(II) Innovated supervision methods and improved corporate governance levels

- 1. Adopted the "Board of Supervisors +" approach to enhance the quality and effectiveness of supervision.** To continuously improve the supervision ability and enhance supervision efficiency, a "Board of Supervisors +" working mechanism has been established. This mechanism strengthens the work interaction and coordinated cooperation with the second and third lines of defense, extends the reach of the Board of Supervisors, and leverages external wisdom and responsibilities to give full play to the supervision effectiveness, aiming to achieve resource integration, information sharing, and complementary advantages, thus effectively improving the supervision ability. In 2024, the Board of Supervisors carried out 2 independent inspection projects and commissioned the internal audit department to conduct 14 audit projects.

2. **Improved work rules and promoted standardized performance of duties.** To fully exert the supervision role of the Board of Supervisors and improve the work efficiency and decision-making level of the Board of Supervisors, in 2024, a series of regulations such as the Rules of Procedure for the Joint Meeting of Supervisors, the Operating Procedures for the Joint Supervision and Inspection of the Board of Supervisors, and the Detailed Rules for the Performance Evaluation and Archive Management of the Board of Supervisors were newly formulated to promote supervisors to perform their duties in a standardized and efficient manner.
3. **Conducted a thorough review and summary and compiled practical case studies.** By systematically analyzing in detail and tracing the work of the Board of Supervisors, we identified key highlights and distilled five exemplary cases into the “Compilation of Work Cases of the Board of Supervisors” as a guiding reference for the work of the Board of Supervisors. Among them, the case “How Can a Small Horse Pull a Big Cart – Improving the Quality and Effectiveness of Supervision by Adopting the ‘Board of Supervisors +’ Approach” was published in the magazine Sichuan Banking Industry. The Board of Supervisors was invited to be the only representative to speak at the provincial-level exchange meeting for the supervision departments of city commercial banks organized by the Sichuan City Commercial Banks Association.

(III) Strengthened focused supervision around job responsibilities

1. **Fulfilled supervisory responsibilities by evaluating the performance of duties by the Board of Directors, Board of Supervisors and the senior management.** In 2024, the Board of Supervisors continued to improve the mechanism for performance evaluation of Directors, Supervisors and senior management and their performance-related archives, and organized the performance evaluation of the Board of Directors and Board of Supervisors and their members as well as senior management members in 2023, focusing on the “five dimensions”, as well as incorporating key regulatory concerns such as Party leadership, business transformation, anti-money laundering and consumer protection into the performance evaluation. During the evaluation process, the Board of Supervisors paid attention to communication and coordination with all parties, and fully listened to the internal and external evaluation opinions. Performance evaluation makes for effective checks and balances of corporate governance and increased performance efficiency of the Board of Directors, Board of Supervisors and senior management.
2. **Strengthened daily supervision and effectively performed the function of supervision.** The supervisors oversaw the decision-making of major matters and the Bank’s operating activities by attending the meetings of the Board of Supervisors, attending the meetings of the Board of Directors as observers, attending the Shareholders’ general meetings, and via the attendance of the employee supervisor at the employee representative meeting and the attendance of the chairman of the Board of Supervisors at the meetings of the Party committee, and pursuant to the

law, they supervised whether the meeting agendas and resolutions were in compliance with the laws and regulations or not. In 2024, the Board of Supervisors convened 12 meetings of the Board of Supervisors in total, during which it considered and approved 51 resolutions including the Bank's business plan, financial budget, audit plan, profit distribution, and management remuneration assessment methods, listened to 14 reports on matters such as business status and risk status analysis, attended the Board meetings as non-voting participants six times and the general meetings of shareholders twice. The supervisors independently put forward 23 opinions on aspects such as the sustainable and healthy development of the Bank's business, comprehensive risk management, and the control of non-performing loan risks.

3. **Strengthened financial supervision to effectively safeguard Shareholders' rights and interests.** The Board of Supervisors supervised budgeting preparation, budget implementation, profit distribution plan, connected transaction, and carried out follow-up supervision on the rectification of problems identified in internal and external inspections. It dispatched supervisors to participate in the supervision of centralized procurement and deliberated and reviewed relevant proposals and reports. It kept abreast of the financial operations, regularly listened to reports on operations, monitored changes in financial indicators in a timely manner, and practically furthered its efforts in financial supervision.
4. **Took multiple measures in synergy to improve the quality and effectiveness of Supervisors' performance of duties.** First, focusing on the Bank's business development and transformation, the Board of Supervisors conducted research at branches. By visiting the branches in person, it got a firsthand understanding of their operation and management, and collected suggestions and demands regarding the Supervisors' performance of duties. The business research and report review complemented each other, enabling a multi-dimensional view of the Bank's overall operation and management, laying a solid foundation for the supervision work, and enhancing the quality and effectiveness of the Board of Supervisors' supervision. Second, the Board of Supervisors carried out special inspections on consumer rights protection activities and special supervision on the performance of credit risk management duties in an orderly manner. It put forward opinions and suggestions such as enhancing service awareness, strengthening complaint management, and learning from best practices. Third, the Board of Supervisors innovated the supervision model, strengthened cooperation with the second and third lines of defense, extended its reach, and effectively improved its supervision ability.

II. The Performance of Duties by Members of the Board of Supervisors

In 2024, according to the laws and regulations, regulatory requirements and Articles of Association of the Bank, all members of the Board of Supervisors performed supervision duties conscientiously, diligently and faithfully in compliance with the laws and regulations. Throughout the year, the Board of Supervisors organized the attendance of Supervisors at 2 general meetings, 6 meetings of the Board of Directors and 12 meetings of the Board of Supervisors, with the attendance rate of 100%. All Supervisors worked in the Bank for more than 15 days, which was in line with the performance requirements. All Supervisors gave full play to their professional knowledge and working experience, and put forward comments and suggestions on the Bank's business development and risk control, which played an important role to promote the development of the Bank, improve corporate governance, and enhance the supervisory level of the Board of Supervisors.

III. The Board of Supervisors' Independent Opinions on the Relevant Matters**(I) Operation in accordance with the law**

The Board of Supervisors is of the view that during the Reporting Period, facing the accelerating changes in financial policies and landscape, and with the operating pressure on small and medium-sized banks continuously increasing, Luzhou Bank has maintained its strategic focus, persevered in doing what is right but difficult. As a result, its business performance has continued to improve, its internal construction has been constantly refined, and the connotation of its development has been further enhanced. The senior management, focused on the tasks and objectives set by the Board of Directors, fully implemented business transformation, made every effort to prevent and control risks, carried out internal management reforms with precision, and successfully completed all the established plans. The senior management also actively implemented all the resolutions passed by the Board of Directors, and no situations were found where resolutions were not implemented or implementation achieved no results. The Board of Supervisors has not found that the Board of Directors or senior management has violated laws, regulations and the Articles of Association or has damaged the interests of Shareholders

(II) Internal control

The Board of Supervisors is of the view that during the Reporting Period, the Board of Directors and senior management continued to improve the construction of the internal control system. In accordance with the requirements of the standardized system of corporate internal control and on the basis of the existing internal control system, it continuously strengthened the implementation of the internal control system. The business departments and all levels of branches regularly carried out supervision and inspection, focusing on key positions, key personnel, and key links, and tracked the implementation of problem rectification. No significant deficiencies in internal control were identified during the year, and the Board of Supervisors had no objections to the internal control evaluation report.

(III) Risk management

The Board of Supervisors is of the view that during the Reporting Period, the Board of Directors and senior management attached great importance to risk management, strictly enforced risk appetite, continuously strengthened risk management and control measures and optimized the effectiveness and efficiency of risk identification, analysis, assessment and mitigation. It regularly considered annual risk management strategies, comprehensive risk management reports, non-performing asset disposal reports, consumer rights and interests protection work plans, anti-money laundering work reports and other proposals. The Risk Management Department at the head office takes the lead in the Bank's overall risk management. Each department implements risk management policies and procedures according to its management functions and is responsible for risk management within its own business area. No risk cases or significant risk incidents occurred throughout the year. The overall risk was effectively under control.

(IV) Management of the expected credit loss approach

The Board of Supervisors is of the view that during the Reporting Period, the Board of Directors and the senior management listened to the reports of internal and external auditors on the implementation of the expected credit loss approach, supervised the implementation of the Administrative Measures and Systems for the Implementation of the Expected Credit Loss Approach of Luzhou Bank, reviewed the important models for implementing the expected credit loss approach, the determination of key parameters, forward-looking model and the macro-forecasts. They also examined the quality of the external audit of the expected credit loss approach and the transparency of information disclosure. This consolidated the foundation for the implementation of the expected credit loss approach, and enhanced the implementation of the expected credit loss approach.

(V) Truthfulness of financial report

The annual financial report has been audited by PricewaterhouseCoopers Zhongtian LLP (Special General Partnership) and PricewaterhouseCoopers in accordance with domestic and international accounting standards, and a standard unqualified audit report has been issued. After careful review, the Board of Supervisors considers that the financial report objectively reflects the financial situation and operation results of the Bank.

(VI) Implementation of information disclosure

The Board of Supervisors is of the view that during the Reporting Period, the Bank had taken the initiative to accept public supervision and made announcements on sensitive information such as corporate governance, senior management changes and major investments in addition to regular performance disclosure according to laws. No false records, misleading statements or major omissions in the disclosed information were found.

IV. 2025 Work Plan**(I) Election of the new Board of Supervisors in full compliance with laws and regulations**

In accordance with the three-year term requirement, a new Board of Supervisors will be formed. In accordance with relevant laws, regulations and the Bank's Articles of Association, under the guidance of the municipal Party committee and government, superior administrative departments and regulatory authorities, a scientific election plan will be developed and rigorously implemented to ensure the smooth completion of the transition.

(II) Continuously strengthening supervision in key areas

The Board of Supervisors will focus on financial activities, internal control, risk management and performance of Directors, Supervisors and senior management, continue to deepen the content of supervision, constantly enrich the methods of supervision, and carry out supervision at multiple levels by conducting research, inspection, special supervision and commissioning internal and external audits to effectively enhance the pertinence of supervision.

(III) Consistently consolidating the work foundation of the Board of Supervisors

The Board of Supervisors will pay close attention to the forefront issues of corporate governance at home and abroad, sort out and communicate the trends of regulatory policies and the latest laws and regulations in line with the Bank's strategic planning, continuously strengthen internal and external communication, optimize the knowledge structure of supervisors, raise their awareness of compliance, and provide training and learning as appropriate so as to continuously improve the professionalism in performing their duties.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 1	To establish a modern corporate system, improve corporate governance, protect the legitimate rights and interests of Luzhou Bank Co., Ltd. (hereinafter referred to as “the Bank”), the shareholders and the creditors and regulate the organization and conduct of the Bank, the Articles of Association (hereinafter referred to as “the Articles”) are formulated pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Banking Supervision and Regulatory Law of the People’s Republic of China (hereinafter referred to as “Banking Supervision and Regulatory Law”), Law of the People’s Republic of China on Commercial Banks (hereinafter referred to as “Law on Commercial Banks”), Interim Measures for Management of Commercial Bank Equity, the Code of Corporate Governance of Banking and Insurance Institutions, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant regulations and based on the actual conditions of the Bank.	Article 1	To establish a modern corporate system, improve corporate governance, protect the legitimate rights and interests of Luzhou Bank Co., Ltd. (hereinafter referred to as “the Bank”), the shareholders, <u>the employees</u> and the creditors and regulate the organization and conduct of the Bank, the Articles of Association (hereinafter referred to as “the Articles”) are formulated pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Banking Supervision and Regulatory Law of the People’s Republic of China (hereinafter referred to as “Banking Supervision and Regulatory Law”), Law of the People’s Republic of China on Commercial Banks (hereinafter referred to as “Law on Commercial Banks”), Interim Measures for Management of Commercial Bank Equity, the Code of Corporate Governance of Banking and Insurance Institutions, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and other relevant regulations and based on the actual conditions of the Bank.

APPENDIX III	COMPARATIVE TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 8	The chairman of the Bank is the legal representative.	Article 8	The chairman of the Bank is the legal representative. <u>Where the chairman resigns, such person shall be deemed to have resigned as the legal representative at the same time. Where the legal representative resigns, the Bank will appoint a new legal representative within 30 days from the date of the resignation of the legal representative.</u>
Article 24	The Bank is promoted by Luzhou Municipal Finance Bureau, the original shareholders of eight former urban credit cooperatives and two rural credit cooperatives in Luzhou and new Shareholders joining us as promoters. Upon approval by the examination and approval department authorized by the State Council, the Bank issued 100,763,700 ordinary shares to the promoters at the time of its establishment, accounting for 100% of the total ordinary shares that the Bank could issue then. The capital contribution was made in September 1997 by way of net assets and currency. The Bank may issue 627,600,000 ordinary shares upon approval by the securities regulatory authorities including the examination and approval department authorized by the State Council. The equity structure of the Bank is: 2,717,752,062 ordinary shares, including 1,964,632,062 domestic shares, accounting for 72.29% of the total ordinary shares that the Bank can issue; 753,120,000 H Shares, accounting for 27.71% of the total ordinary shares that the Bank can issue.	Article 24	The Bank is promoted by Luzhou Municipal Finance Bureau, the original shareholders of eight former urban credit cooperatives and two rural credit cooperatives in Luzhou and new Shareholders joining us as promoters. Upon approval by the examination and approval department authorized by the State Council, the Bank issued 100,763,700 ordinary shares to the promoters at the time of its establishment, accounting for 100% of the total ordinary shares that the Bank could issue then. The capital contribution was made in September 1997 by way of net assets and currency. ~~The Bank may issue 627,600,000 ordinary shares~~ <u>were issued in the Bank's initial public offering</u> upon approval by the securities regulatory authorities including the examination and approval department authorized by the State Council. The equity structure of the Bank is: 2,717,752,062 ordinary shares, including 1,964,632,062 domestic shares, accounting for 72.29% of the total ordinary shares that the Bank can issue; 753,120,000 H Shares, accounting for 27.71% of the total ordinary shares that the Bank can issue.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 29	The Bank shall prepare a balance sheet and a list of property inventory when decreasing its registered capital. The Bank shall notify its creditors within 10 days after adoption of the resolution to decrease the registered capital and shall make at least three announcements in newspapers within 30 days. The creditors shall have the right to require the Bank to repay debts or provide corresponding guarantees for debt repayment within 30 days after receipt of the notice or within 90 days after the first announcement if the creditors haven't received the notice.	Article 29	The Bank shall prepare a balance sheet and a list of property inventory when decreasing its registered capital. The Bank shall notify its creditors within 10 days after adoption of the resolution to decrease the registered capital <u>by the shareholders' meeting</u> and shall make ~~at least three~~ announcements in newspapers <u>or the National Enterprise Credit Information Publicity System</u> within 30 days. The creditors shall have the right to require the Bank to repay debts or provide corresponding guarantees for debt repayment within 30 days after receipt of the notice or within ~~45~~<u>90</u> days after the ~~first~~ announcement if the creditors haven't received the notice.

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

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

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 31	Approval shall be obtained at a general meeting when the Bank is to repurchase its own shares because of the circumstances set out in (I) to (III) above. After the Bank has repurchased its own shares in accordance with Article 30, the shares so repurchased shall be cancelled within 10 days from the date of purchase (under the circumstances set out in (I)), or shall be transferred or cancelled within six months (under the circumstances set out in (II) and (IV)). The shares of the Bank repurchased by the Bank under the circumstances set out in (III) of Article 30 shall not exceed 5% of the total issued shares of the Bank. The funds for repurchase of such shares shall be paid out of the Bank's profits after tax, and the acquired shares shall be transferred to the Bank's employees within one year.	Article 31	Approval shall be obtained at a ~~general~~ <u>shareholders'</u> meeting when the Bank is to repurchase its own shares because of the circumstances set out in (I) to ~~(II)(HH)~~ above. After the Bank has repurchased its own shares in accordance with Article 30, the shares so repurchased shall be cancelled within 10 days from the date of purchase (under the circumstances set out in (I)), or shall be transferred or cancelled within six months (under the circumstances set out in (II) and (IV)). The shares of the Bank repurchased by the Bank under the circumstances set out in (III), (V), (VI) of Article 30 shall not exceed ~~105%~~ <u>105%</u> of the total issued shares of the Bank, and shall be transferred or cancelled within three years. ~~The funds for repurchase of such shares shall be paid out of the Bank's profits after tax, and the acquired shares shall be transferred to the Bank's employees within one year.~~ Where the Bank is to repurchase its own shares because of the circumstances set out in (III), (V), (VI) of Article 30 of the Article of Association, it shall be carried out by open and centralized trade. <u>Where the laws, administrative regulations and the securities regulatory authorities of the place where the securities of the Bank are listed provide otherwise in relation to share repurchase and cancellation, such regulations shall apply.</u>
Article 37	The Bank does not accept shares of the Bank as the subject of pledges.	Article 37	The Bank does not accept shares of the Bank as the subject of pledges.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 38	The shares of the Bank held by the promoters shall not be transferred within one year after incorporation of the Bank. Before initial public offering of the Bank, the shareholding by natural persons shall not exceed the proportion specified by the regulatory authority. The substantial shareholders of the Bank shall not transfer the equity held by them in the Bank within five years after they obtain the said equity. The directors, supervisors and senior managers of the Bank shall notify the Bank of their holding of shares in the Bank and changes of their holdings. The shares transferred in any year during their tenures shall not exceed 25% of the total number of the shares held by them. These individuals shall not transfer the shares held by them in the Bank within six months upon the completion of their terms of office unless so demanded by a court. During their tenures, they shall not pledge the shares held by them in the Bank. Where the laws, administrative regulations and relevant rules of the securities regulatory authorities in the place where the securities of the Bank are listed provide otherwise, such regulations shall apply.	Article 38	The shares of the Bank held by the promoters shall not be transferred within one year after incorporation of the Bank. Before initial public offering of the Bank, the shareholding by natural persons shall not exceed the proportion specified by the regulatory authority. The substantial shareholders of the Bank shall not transfer the equity held by them in the Bank within five years after they obtain the said equity. The directors,~~supervisors~~ and senior managers of the Bank shall notify the Bank of their holding of shares in the Bank and changes of their holdings. The shares transferred in any year during their tenures <u>as determined at the time of their assumption of office</u> shall not exceed 25% of the total number of the shares held by them. These individuals shall not transfer the shares held by them in the Bank within six months upon the completion of their terms of office unless so demanded by a court. During their tenures, they shall not pledge the shares held by them in the Bank. Where the laws, administrative regulations and relevant rules of the securities regulatory authorities in the place where the securities of the Bank are listed provide otherwise, such regulations shall apply.

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

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	Shares issued prior to the Bank's initial public offering are not transferable within one year from the date on which the Bank's shares are listed on the stock exchange. Where the relevant regulations of the securities regulatory authorities of the place where the securities of the Bank are listed provide otherwise, such regulations shall apply.		Shares issued prior to the Bank's initial public offering are not transferable within one year from the date on which the Bank's shares are listed on the stock exchange. Where the relevant regulations of the securities regulatory authorities of the place where the securities of the Bank are listed provide otherwise, such regulations shall apply. <u>Where the shares are pledged within the time limit for restricted transfer as provided for by laws and administrative regulations, the pledgee may not exercise the pledge right within the period of restriction on transfer.</u>
Article 40	The Bank (including its branches and sub-branches) or its subsidiary companies shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers who will or who wish to purchase the Bank's shares. The aforementioned purchasers shall include both persons who have directly or indirectly assumed obligations due to purchasing the Bank's shares. The Bank (including its branches and sub-branches) or its subsidiary companies shall not offer any financial assistance at any time by any means in order to reduce or relieve the obligations of the aforesaid obligors. The foregoing requirements shall not apply to the situation as mentioned in Article 42 of this chapter.	Article 40	~~The Bank (including its branches and sub-branches) or its subsidiary companies shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers who will or who wish to purchase the Bank's shares.~~ ~~The aforementioned purchasers shall include both persons who have directly or indirectly assumed obligations due to purchasing the Bank's shares.~~ ~~The Bank (including its branches and sub-branches) or its subsidiary companies shall not offer any financial assistance at any time by any means in order to reduce or relieve the obligations of the aforesaid obligors.~~ ~~The foregoing requirements shall not apply to the situation as mentioned in Article 42 of this chapter.~~

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			The Bank shall not provide gifts, loans, <u>guarantees and other financial assistance for others to obtain shares of the Bank, unless the Bank implements an employee shareholding scheme.</u> The Bank may, for the benefit of the Bank, <u>provide financial assistance for others to acquire shares of the Bank upon a resolution of the shareholders' meeting or a resolution of the board of directors in accordance with the Articles of Association of the Bank or the authorisation of the shareholders' meeting, provided that the aggregate amount of financial assistance shall not exceed 10 percent of the total issued share capital. Resolutions of the board of directors shall be passed by more than two-thirds of all the directors.</u>

APPENDIX III	COMPARATIVE TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 41	Financial assistance referred to in this chapter for these purposes shall include, without limitation, the following means: (I) financial assistance given by gifts; (II) financial assistance given by guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), indemnity (other than an indemnity in respect of the Bank's neglect or default) or the release or waiver of any rights; (III) the provision of loans or the entrance into any agreement under which the obligations of the Bank are to be fulfilled before the obligations of another party, and a change in the parties to, or the novation of, or the assignment of rights arising under such loans or agreement; (IV) any other form of financial assistance given by the Bank when the Bank is insolvent, has no net assets, or when its net assets would be reduced to a material extent as a result of such financial assistance. The obligations referred to in this chapter shall include the obligations of an obligor which have arisen by making an agreement or arrangement (regardless of whether the aforesaid agreement or arrangement is enforceable, or whether such obligations are assumed by the obligor individually or jointly with any other person) or any obligations that arise out of changes made in any other way to the obligor's financial condition.	–	Deleted

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 42	Without prejudice to laws and administrative regulations, the acts listed below are not prohibited by Article 40 of this chapter: (I) the financial assistance provided by the Bank is either genuinely for the interests of the Bank and the main purpose of the financial assistance is not to purchase shares of the Bank, or the financial assistance is an incidental part of the Bank's overall plans; (II) the lawful distribution of the Bank's assets in the form of dividends; (III) the distribution of dividends in the form of shares; (IV) the reduction of registered capital, repurchase of shares, and adjustment of shareholding structure, etc. in accordance with the Articles; (V) the provision of a loan by the Bank within its scope of business and in the ordinary course of business (provided that this does not lead to a reduction in the net assets of the Bank or that if this causes a reduction, the financial assistance is taken from the Bank's distributable profits); (VI) the provision of funds by the Bank for an employee shareholding scheme (provided that this does not lead to a reduction in the net assets of the Bank or that if this causes a reduction, the financial assistance is taken from the Bank's distributable profits).	–	Deleted

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Existing Article No.	Existing Article	Revised Article No.	Revised Article
–	Newly added	Article 53	The Party organization established by the Bank has always held high the great banner of socialism with Chinese characteristics, guided by Marxism-Leninism, Mao Zedong Thought, Deng Xiaoping Theory, the Theory of “Three Represents”, the Scientific Outlook on Development, Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, adhering to the basic theory, the basic line and the basic strategy of the Party, enhancing the “Four Consciousness”, persisting with “Four Confidences”, endeavoring to “Upholding in the Two Aspects”, asserting and strengthening the Party’s overall leadership, insisting on the Party’s self-management and strict self-governance in an all-round way, highlighting its political functions, enhancing organizational capabilities, enhancing mission awareness and responsibility, promoting the deepened reform of the state-owned enterprises, improving the modern enterprise system with Chinese characteristics, enhancing the competitiveness, innovation, control, influence and risk resistance of the state-owned economy, and providing strong political and organizational guarantees for strengthening, optimizing and expanding state-owned capital.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 58	The CPC committee of the Bank shall play a leading role, grasp the direction, control the situation and ensure implementation, and discuss and decide on major matters of the Bank in accordance with the provisions. The principal duties are: (I) to strengthen the CPC political construction of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all CPC members to always maintain a high degree of consistency with the CPC Central Committee with Comrade Xi Jinping as the core in political stance, political direction, political principles and political path. (II) to thoroughly study and implement Xi Jinping's Thought on Socialism with Chinese Characteristics for a New Era, study and promote the theory of the CPC, implement the CPC's routes, guidelines and policies, supervise and ensure the implementation of the major decisions and arrangements of the CPC Central Committee and the resolutions of the CPC organization at a higher level in the Bank. (III) to study and discuss major operation and management issues of the Bank, and support the general meeting, Board of Directors, Board of Supervisors and senior management in performing duties according to the laws, and the employee representatives' meeting in carrying out work.	Article 55	The CPC committee of the Bank shall play a leading role, grasp the direction, control the situation and ensure implementation, and discuss and decide on major matters of the Bank in accordance with the provisions. The principal duties are: (I) to strengthen the CPC political construction of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all CPC members to always maintain a high degree of consistency with the CPC Central Committee with Comrade Xi Jinping as the core in political stance, political direction, political principles and political path. (II) to thoroughly study and implement Xi Jinping's Thought on Socialism with Chinese Characteristics for a New Era, study and promote the theory of the CPC, implement the CPC's routes, guidelines and policies, supervise and ensure the implementation of the major decisions and arrangements of the CPC Central Committee and the resolutions of the CPC organization at a higher level in the Bank. (III) to study and discuss major operation and management issues of the Bank, and support the <u>general shareholders'</u> meeting, Board of Directors, ~~Board of Supervisors~~ and senior management in performing duties according to the laws, ~~and the employee representatives' meeting in carrying out work.~~

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(IV) to strengthen the leadership and control over the staff selection and employment of the Bank, and focus on the construction of leadership team, cadre team and talent team of the Bank. (V) to perform the main body responsibility of the construction of a clear and honest party of the Bank, lead and support the internal discipline inspection organization to perform the supervision and accountability duties, strictly regulate political discipline and political rules, and promote the comprehensive and strict governance of the Party to the grass-root level. (VI) to enhance construction of the grassroots CPC organization and party forces, unite and lead the employees to actively participate in the reform and development of the Bank. (VII) to provide leadership over the Bank's ideological and political work, efforts for cultural and ethical progress, united front work, lead the Bank's labor union, the Communist Youth League, women's organizations and other mass organizations.		<u>(IV) The Bank continues to improve the democratic management system under the Party leadership, with the employee representative meeting as the basis, where major decisions shall be made with regards to the opinions of employees, major issues involving the significant interests of employees must be reviewed by the employee representative meeting to ensure that employee representatives are entitled to participate in corporate governance in an orderly manner and in accordance with the laws.</u> ~~(IV)~~ to strengthen the leadership and control over the staff selection and employment of the Bank, and focus on the construction of leadership team, cadre team and talent team of the Bank. ~~(V)~~ to perform the main body responsibility of the construction of a clear and honest party of the Bank, lead and support the internal discipline inspection organization to perform the supervision and accountability duties, strictly regulate political discipline and political rules, and promote the comprehensive and strict governance of the Party to the grass-root level. ~~(VI)~~ to enhance construction of the grassroots CPC organization and party forces, unite and lead the employees to actively participate in the reform and development of the Bank. ~~(VII)~~ to provide leadership over the Bank's ideological and political work, efforts for cultural and ethical progress, united front work, lead the Bank's labor union, the Communist Youth League, women's organizations and other mass organizations.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 56	The CPC committee of the Bank shall be elected by the CPC members' general meeting or the CPC members' representatives' general meeting, and each term of office is generally five years. Regular re-election shall be conducted upon the expiration of its term of office. Each term of office of the Bank's discipline inspection commission should be the same as the CPC committee.	Article 58	The CPC committee of the Bank shall be elected by the CPC members' general meeting or the CPC members' representatives' general meeting, and each term of office is generally five years. ~~Regular re-election shall be conducted upon the expiration of its term of office.~~ Each term of office of the Bank's discipline inspection commission should be the same as the CPC committee.
Article 57	The Bank shall adhere to the principle of the Party supervising the performance of officials, and the CPC committee of the Bank should consist of one secretary, one to two deputy secretaries, and several other committee members. The specific number of posts shall be set up according to the reply of the CPC organization at a higher level. The Discipline Inspection Commission of the Bank should consist of one secretary, and several committee members. The specific number of posts shall be set up according to the reply of the CPC organization at a higher level.	Article 59	~~The Bank shall adhere to the principle of the Party supervising the performance of officials, and the~~ <u>The</u> CPC committee of the Bank should consist of <u>9 members including</u> one secretary, ~~one to two~~ deputy secretaries, and ~~several other 6~~ committee members. <u>Members of the Party committee should generally have at least three years of party standing.</u> ~~The specific number of posts shall be set up according to the reply of the CPC organization at a higher level.~~ The Discipline Inspection Commission of the Bank should consist of <u>7 members including</u> one secretary, and ~~several 6~~ committee members. ~~The specific number of posts shall be set up according to the reply of the CPC organization at a higher level.~~ <u>Where the number of Party members in a subsidiary branch of the Bank exceeds 100, a sub-Party committee may be established. Such sub-Party committee shall typically be composed of 5 to 9 members, including one secretary.</u>

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
			Where a Party branch of the Bank has <u>seven or more full Party members, a Party branch committee shall be established. The branch committee shall be elected by the CPC members' general meeting, and each term of office is generally three years.</u>
Article 64	The shareholders of ordinary shares of the Bank shall enjoy the following rights: (I) to receive dividends and other kinds of distributions as determined by the number of shares held by them; (II) to request, convene, preside over, attend or appoint a proxy to general meetings according to laws, and to exercise corresponding voting rights; (III) to supervise and manage the business operation activities of the Bank, and to make suggestions and enquiries accordingly; (IV) to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, and the Articles;	Article 63	The shareholders of ordinary shares of the Bank shall enjoy the following rights: (I) to receive dividends and other kinds of distributions as determined by the number of shares held by them; (II) to request, convene, preside over, attend or appoint a proxy to ~~general~~ <u>shareholders'</u> meetings according to laws, and to exercise corresponding voting rights; <u>(III) to have the right to inspect or make copies of the Articles of Association, register of shareholders, meeting minutes of the shareholders' meeting, resolution of the meeting of the Board of Directors, and financial or accounting reports;</u> ~~(HIV)~~ to supervise and manage the business operation activities of the Bank, and to make suggestions and enquiries accordingly; ~~(IV)~~ to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, and the Articles;

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	(V) to obtain relevant information in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the place where the securities of the Bank are listed and the Articles, including: 1. to obtain a copy of the Articles after paying the costs and expenses incurred; and 2. have the right to inspect, and to photocopy, after paying a reasonable fee, the following documents: (1) all parts of the register of shareholders; (2) the personal information of the directors, supervisors, president and other senior managers of the Bank, including: (a) current and former names and aliases; (b) primary address (domicile); (c) nationality; (d) full-time and all other part-time occupations and positions; (e) identification documents and their numbers; (3) report of share capital issued by the Bank; (4) report of the total par value, quantity, and the highest and lowest prices of each class of shares bought back by the Bank from the last fiscal year (by domestic shares and H Shares), and the total amount paid by the Bank for this purpose; (5) minutes of the general meetings; (6) resolutions of Board meetings and meetings of the Board of Supervisors; (7) the special resolutions of the Bank; (8) the latest audited financial accounting report, report of the Board, report of the Board of Supervisors and auditors' report; (9) a copy of the latest corporate annual return already submitted to the industrial and commercial registration authority or other competent bodies.		~~(V) to obtain relevant information in accordance with the laws, administrative regulations, — departmental — rules, regulatory documents, the relevant provisions stipulated by the securities regulatory authorities in the place where the securities of the Bank are listed and the Articles, including:~~ ~~1. to obtain a copy of the Articles after paying the costs and expenses incurred; and 2. have the right to inspect, and to photocopy, after paying a reasonable fee, the following documents: (1) all parts of the register of shareholders; (2) the personal information of the directors, supervisors, president and other senior managers of the Bank, including: (a) current and former names and aliases; (b) — primary address (domicile); — (c) nationality; (d) full-time and all other part-time occupations and positions; (e) identification documents and their numbers; (3) report of share capital issued by the Bank; (4) report of the total par value, quantity, and the highest and lowest prices of each class of shares bought back by the Bank from the last fiscal year (by domestic shares and H Shares), and the total amount paid by the Bank for this purpose; (5) minutes of the general meetings; (6) resolutions of Board meetings and meetings of the Board of Supervisors; (7) the special resolutions of the Bank; (8) the latest audited financial accounting report, report of the Board, report of the Board of Supervisors and auditors' report; (9) a copy of the latest corporate annual return already submitted to the industrial and commercial registration authority or other competent bodies.~~

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	Except the documents set out in (2) above, the Bank shall keep the above documents at the Hong Kong address of the Bank for the free inspection by the public and holders of H Shares. Documents set out in (5) are for inspection by shareholders only. (VI) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation; (VII) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a general meeting in relation to the merger or division of the Bank); and (VIII) to have other rights conferred in accordance with the laws, administrative regulations, other rules and the Articles.		~~Except the documents set out in (2) above, the Bank shall keep the above documents at the Hong Kong address of the Bank for the free inspection by the public and holders of H Shares. Documents set out in (5) are for inspection by shareholders only.~~ (VI) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation; (VII) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a <u>general—shareholders'</u> meeting in relation to the merger or division of the Bank); and (VIII) to have other rights conferred in accordance with the laws, administrative regulations, other rules and the Articles.
Article 65	If any shareholder needs to access the relevant information as set out in the preceding article, the said shareholder shall provide the Bank with written documents bearing evidence of the type and number of shares held by the said shareholder, and the Bank shall provide the said information as required by the said shareholder upon authentication of the said shareholder. When exercising the aforesaid right to know, the shareholder shall keep confidential the Bank's trade secrets and reasonably use the Bank's information. If the shareholder breaches its confidentiality obligation, thereby causing any damage to the Bank, the said shareholder shall be liable for compensation.	Article 64	~~If any shareholder needs to access the relevant information as set out in the preceding article, the said shareholder shall provide the Bank with written documents bearing evidence of the type and number of shares held by the said shareholder, and the Bank shall provide the said information as required by the said shareholder upon authentication of the said shareholder.~~ ~~When exercising the aforesaid right to know, the shareholder shall keep confidential the Bank's trade secrets and reasonably use the Bank's information. If the shareholder breaches its confidentiality obligation, thereby causing any damage to the Bank, the said shareholder shall be liable for compensation.~~

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			<u>If a shareholder who separately or collectively holds above 3% of the shares of the Bank for above 180 consecutive days requests to inspect the accounting books and certificates of the Bank, he/she shall submit a written request to the Bank stating the purpose. If the Bank has reasonable grounds to believe that the shareholder's inspection of the accounting books and certificates for an improper purpose that may harm the lawful interests of the Bank, it may refuse to provide access for inspection, and shall reply to the shareholder in writing within 15 days from the date of the shareholder's written request, stating the reasons therefor. If the Bank refuses to provide access for inspection, the shareholder may file a lawsuit with the people's court.</u> <u>Shareholders may entrust intermediary organizations such as an accounting firm, a law firm or other intermediaries to inspect the materials specified in the preceding paragraph.</u> <u>The shareholder and the engaged accounting firm, law firm or other intermediaries shall comply with the provisions of laws and administrative regulations relating to the protection of state secrets, commercial secrets, personal privacy and personal information when they inspect the materials and make copy thereof.</u>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 66	If any resolution of the general meeting or the Board of the Bank runs counter to the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution. If the meeting convening procedure and voting method of the general meeting or Board meeting run counter to the laws and administrative regulations or the Articles or if the content of any resolution runs counter to the Articles, the shareholders shall have the right to request the people's court to cancel the said procedure, method or resolution within 60 days after adoption of the resolution.	Article 65	If any resolution of the ~~general~~ <u>shareholders'</u> meeting or the Board of the Bank runs counter to the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution. If the meeting convening procedure and voting method of the ~~general~~ <u>shareholders'</u> meeting or Board meeting run counter to the laws and administrative regulations or the Articles or if the content of any resolution runs counter to the Articles, the shareholders shall have the right to request the people's court to cancel the said procedure, method or resolution within 60 days after adoption of the resolution. <u>However, this does not apply in the event that the convening of a shareholders' meeting or Board meeting or any voting procedure in such meetings has minor flaws only which have no substantial impact on any resolution.</u> <u>Shareholders who have not been notified to attend the shareholders' meeting may apply to the people's court for revocation within sixty days from the date they knew or should have known of the passing of the resolution of the shareholders' meeting; if the right to revoke is not exercised within one year from the date the resolution is made, the right to revoke shall be extinguished.</u>

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

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 69	Shareholders of ordinary shares of the Bank shall have the following obligations: (I) to abide by the laws, administrative regulations, regulatory provisions, relevant regulations of securities regulatory authorities (including securities regulatory authorities in the place where the securities of the Bank are listed) and the Articles; (II) to contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution and to make capital contribution to the Bank with self-owned funds from legal sources, and not to make capital contribution with entrusted funds, debt funds and other funds not owned by themselves, unless otherwise provided by laws, regulations or regulatory requirements; (III) to comply with regulatory requirements in relation to the shareholding ratio and number of shareholding institutions, and not to entrust or be entrusted by others to hold the Bank's shares; (IV) not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;	Article 68	Shareholders of ordinary shares of the Bank shall have the following obligations: (I) to abide by the laws, administrative regulations, regulatory provisions, relevant regulations of securities regulatory authorities (including securities regulatory authorities in the place where the securities of the Bank are listed) and the Articles; (II) to contribute to the share capital as determined by the number of shares subscribed by them and the prescribed method of capital contribution and to make capital contribution to the Bank with self-owned funds from legal sources, and not to make capital contribution with entrusted funds, debt funds and other funds not owned by themselves, unless otherwise provided by laws, regulations or regulatory requirements; (III) to comply with regulatory requirements in relation to the shareholding ratio and number of shareholding institutions, and not to entrust or be entrusted by others to hold the Bank's shares; (IV) not to withdraw their contributed share capital except in circumstances allowed by the laws and administrative regulations;

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(V) not to abuse their rights to harm the interests of the Bank or any other shareholders; not to abuse the Bank's status as an independent and separate legal person and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her rights and causes loss to the Bank or other shareholders, it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent and separate legal person and the limited liability of shareholders to evade the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder shall be jointly and severally liable for the debts of the Bank; (VI) in accordance with laws, regulations and regulatory requirements, to honestly report to the Board on information such as financial information, shareholding structure, source of capital contribution, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information;		(V) not to abuse their rights to harm the interests of the Bank or any other shareholders; not to abuse the Bank's status as an independent and separate legal person and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her rights and causes loss to the Bank or other shareholders, it will be held liable for compensation in accordance with the law. If a shareholder abuses the Bank's status as an independent and separate legal person and the limited liability of shareholders to evade the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder shall be jointly and severally liable for the debts of the Bank. <u>Where a shareholder utilizes two or more companies under its control to conduct the acts specified in this paragraph, each such company shall bear joint liability for the debts of any one of the companies;</u> (VI) in accordance with laws, regulations and regulatory requirements, to honestly report to the Board on information such as financial information, shareholding structure, source of capital contribution, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(VII) in case of any changes in the controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries of the shareholders, the relevant shareholders shall promptly notify the Bank of any changes in writing in accordance with laws, regulations and regulatory requirements; (VIII) to promptly notify the Bank in writing of relevant circumstances in accordance with laws, regulations and regulatory requirements in the event of merger or division of shareholders, being ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or are in the process of dissolution, liquidation or bankruptcy procedures, or changes in their legal representative, company name, business premises, business scope and other material events; (IX) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory requirements in the event of the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released from a pledge; (X) to comply with the laws, regulations and regulatory requirements and not to prejudice the interests of other shareholders and the Bank when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;		(VII) in case of any changes in the controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries of the shareholders, the relevant shareholders shall promptly notify the Bank of any changes in writing in accordance with laws, regulations and regulatory requirements; (VIII) to promptly notify the Bank in writing of relevant circumstances in accordance with laws, regulations and regulatory requirements in the event of merger or division of shareholders, being ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or are in the process of dissolution, liquidation or bankruptcy procedures, or changes in their legal representative, company name, business premises, business scope and other material events; (IX) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory requirements in the event of the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released from a pledge; (X) to comply with the laws, regulations and regulatory requirements and not to prejudice the interests of other shareholders and the Bank when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;

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	(XI) shareholders, their controlling shareholders and de facto controllers shall not abuse shareholders' rights or use connected relationships to harm the legitimate rights and interests of the Bank, other shareholders and stakeholders, or intervene in the right to make decisions and right of management that the Board and senior management have in accordance with the Articles, or directly intervene in the Bank's operation and management not through the Board and senior management; (XII) to cooperate with the regulatory authorities in investigation and risk disposal in the event of major risk events or major violations of the Bank; (XIII) if any of the top ten shareholders undergoes any changes in legal representatives, names, registered addresses, business scope and other major events, he/she shall timely report to the Bank which will report to the competent national examination and approval authorities for filing; (XIV) to protect the Bank's interests and reputation and support the Bank's lawful operation; (XV) to support the plans and measures proposed by the Board for improving capital adequacy ratio when the Bank's capital adequacy ratio is lower than the standard as stipulated by laws and regulations of the banking industry;		(XI) shareholders, their controlling shareholders and de facto controllers shall not abuse shareholders' rights or use connected relationships to harm the legitimate rights and interests of the Bank, other shareholders and stakeholders, or intervene in the right to make decisions and right of management that the Board and senior management have in accordance with the Articles, or directly intervene in the Bank's operation and management not through the Board and senior management; (XII) to cooperate with the regulatory authorities in investigation and risk disposal in the event of major risk events or major violations of the Bank; (XIII) if any of the top ten shareholders undergoes any changes in legal representatives, names, registered addresses, business scope and other major events, he/she shall timely report to the Bank which will report to the competent national examination and approval authorities for filing; (XIV) to protect the Bank's interests and reputation and support the Bank's lawful operation; (XV) to support the plans and measures proposed by the Board for improving capital adequacy ratio when the Bank's capital adequacy ratio is lower than the standard as stipulated by laws and regulations of the banking industry;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	Shareholders, particularly substantial shareholders, shall support the reasonable capital plans formulated by the Board to keep the Bank's capital in compliance with regulatory requirements; substantial shareholders shall make a long-term commitment to the Bank in writing regarding capital replenishment as a part of the Bank's capital plans. When the Bank's capital fails to comply with the regulatory requirements, a capital replenishment plan shall be made to enable the capital adequacy ratio to satisfy the regulatory requirements within the time framework, and other measures to replenish capital such as increase of core capital shall be taken. The substantial shareholders who do not participate in capital replenishment shall not hinder other shareholders from replenishing the capital of the Bank or new eligible shareholders from participating; substantial shareholders shall replenish the capital of the Bank if necessary; (XVI) Shareholders who shall seek approval from but fail to report to regulatory authorities shall not exercise such rights as the right to request convening the general meeting, voting right, right of nomination, right of making motions and right of disposition;		Shareholders, particularly substantial shareholders, shall support the reasonable capital plans formulated by the Board to keep the Bank's capital in compliance with regulatory requirements; substantial shareholders shall make a long-term commitment to the Bank in writing regarding capital replenishment as a part of the Bank's capital plans. When the Bank's capital fails to comply with the regulatory requirements, a capital replenishment plan shall be made to enable the capital adequacy ratio to satisfy the regulatory requirements within the time framework, and other measures to replenish capital such as increase of core capital shall be taken. The substantial shareholders who do not participate in capital replenishment shall not hinder other shareholders from replenishing the capital of the Bank or new eligible shareholders from participating; substantial shareholders shall replenish the capital of the Bank if necessary; (XVI) Shareholders who shall seek approval from but fail to report to regulatory authorities shall not exercise such rights as the right to request convening the <u>general shareholders'</u> meeting, voting right, right of nomination, right of making motions and right of disposition;

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	(XVII) for any shareholder who has made any false statement, abuses shareholder's rights or has other acts that harm the interests of the Bank, the banking regulatory authorities under the State Council or its local offices may restrict or prohibit any related party transactions between the Bank and him/her and restrict the quota of the Bank's equity held by him/her and equity pledge ratio as well as his/her rights including the right to request convening the general meeting, voting right, right of nomination, right of making motions and right of disposition; (XVIII) any shareholder and his related parties and persons acting in concert that separately or jointly hold more than 1% but less than 5% of the Bank's total capital or total shares shall report via the Bank to the banking regulatory authorities under the State Council or their local offices within 10 workdays after obtaining corresponding equities. The shareholder shall report via the Bank to the banking regulatory authorities under the State Council or their local offices within 10 workdays after he knows or shall know that they separately or jointly hold more than 1% but less than 5% ("less than" is exclusive, only for the purpose of this sub-paragraph) of the Bank's total shares;		(XVII) for any shareholder who has made any false statement, abuses shareholder's rights or has other acts that harm the interests of the Bank, the banking regulatory authorities under the State Council or its local offices may restrict or prohibit any related party transactions between the Bank and him/her and restrict the quota of the Bank's equity held by him/her and equity pledge ratio as well as his/her rights including the right to request convening the ~~general~~ <u>shareholders'</u> meeting, voting right, right of nomination, right of making motions and right of disposition; (XVIII) any shareholder and his/<u>her</u> related parties and persons acting in concert that separately or jointly hold more than 1% but less than 5% of the Bank's total capital or total shares shall report via the Bank to the banking regulatory authorities under the State Council or their local offices within 10 workdays after obtaining corresponding equities. The shareholder shall report via the Bank to the banking regulatory authorities under the State Council or their local offices within 10 workdays after he/<u>she</u> knows or shall know that they separately or jointly hold more than 1% but less than 5% ("less than" is exclusive, only for the purpose of this sub-paragraph) of the Bank's total shares;

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	(XIX) to assume other obligations required by laws, administrative regulations and the Articles. In the event of any major risk events, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank.		(XIX) to assume other obligations required by laws, administrative regulations and the Articles. In the event of any major risk events, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank.
Article 76	The general meeting shall be the authority of the Bank and shall exercise the following functions and powers according to laws: (I) determining the business guidelines and investment plans of the Bank; (II) electing and replacing non-employee representative directors and supervisors and determining the emoluments of directors and supervisors; (III) reviewing and approving the reports of the Board of Directors; (IV) reviewing and approving the reports of the Board of Supervisors; (V) reviewing and approving the annual report, annual financial budgets and financial accounts of the Bank; (VI) reviewing and approving profit distribution plans and loss recovery plans of the Bank; (VII) resolving on the increase or decrease in the registered capital of the Bank;	Article 75	The ~~general~~ <u>shareholders'</u> meeting shall be the authority of the Bank and shall exercise the following functions and powers according to laws: (I) determining the business guidelines and investment plans of the Bank; (II) electing and replacing non-employee representative directors ~~and supervisors~~ and determining the emoluments of directors ~~and supervisors~~; (III) reviewing and approving the reports of the Board of Directors; ~~(IV) reviewing and approving the reports of the Board of Supervisors;~~ (~~IV~~<u>V</u>) reviewing and approving the annual report, annual financial budgets and financial accounts of the Bank; (~~V~~<u>VI</u>) reviewing and approving profit distribution plans and loss recovery plans of the Bank; (~~VI~~<u>VII</u>) resolving on the increase or decrease in the registered capital of the Bank;

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	(VIII) resolving on the issuance of bonds or other securities or the listing of the Bank; (IX) resolving on the merger, division, dissolution and liquidation or change in the corporate form of the Bank; (X) amending the Articles; (XI) reviewing and approving the Board of Supervisors' evaluation on directors, the mutual evaluation reports of independent directors, the evaluation on supervisors by the Board of Supervisors and the mutual evaluation reports of external supervisors; (XII) reviewing and approving the plans for the equity incentive scheme; (XIII) reviewing and approving the proposals by the shareholders individually or jointly holding more than 3% of the total shares of the Bank; (XIV) reviewing and approving the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors; (XV) reviewing and approving the Bank's equity investment business; (XVI) reviewing and approving the purchase or sale of major assets or guarantees by the Bank within one year;		(<del>VII</del><del>V</del>~~III~~) resolving on the issuance of bonds or other securities or the listing of the Bank; (<del>VIII</del>~~IX~~) resolving on the merger, division, dissolution and liquidation or change in the corporate form of the Bank; (<del>IX</del>~~X~~) amending the Articles; (<del>X</del>~~XI~~) reviewing and approving the <u>audit committee's</u> ~~Board of Supervisors'~~ evaluation on directors; <u>and</u> the mutual evaluation reports of independent directors; ~~the evaluation on supervisors by the Board of Supervisors and the mutual evaluation reports of external supervisors;~~ (<del>XIX</del>~~H~~) reviewing and approving the plans for the equity incentive scheme; (<del>XII</del>~~XIII~~) reviewing and approving the proposals by the shareholders individually or jointly holding more than <u>13</u>% of the total shares of the Bank; (<del>XIII</del>~~XIV~~) reviewing and approving the Rules of Procedure of the Shareholders' ~~General~~ Meeting; <u>and</u> the Rules of Procedure of the Board of Directors ~~and the Rules of Procedure of the Board of Supervisors;~~ (<del>XIV</del>~~XV~~) reviewing and approving the Bank's equity investment business; (<del>XV</del>~~XVI~~) reviewing and approving the purchase or sale of major assets or guarantees by the Bank within one year;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(XVII) reviewing and approving the Bank's guarantee businesses, such as external guarantee and letter of guarantee; (XVIII) reviewing and approving the Bank's fixed asset purchase business; (XIX) reviewing and approving the non-performing asset disposal and write-off of the Bank; (XX) reviewing and approving the Bank's asset mortgage business; (XXI) reviewing and approving the persons who should be recommended by our Bank and other matters (excluding equity investment) of controlled companies and associates of the Bank; (XXII) reviewing and approving matters relating to the changes in the use of proceeds from share offerings; (XXIII) resolving on the appointment or dismissal of accounting firms of the Bank that conduct regular statutory audit on the Bank's financial reports; (XXIV) reviewing the purchase of the Bank's shares by the Bank; (XXV) reviewing other issues which should be decided on by the general meeting as stipulated by the relevant laws, administrative regulations, other rules, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles and other internal rules.		~~(XVII)~~ reviewing and approving the Bank's guarantee businesses, such as external guarantee and letter of guarantee; ~~(XVIII)~~ reviewing and approving the Bank's fixed asset purchase business; ~~(XIX)~~ reviewing and approving the non-performing asset disposal and write-off of the Bank; ~~(XX)~~ reviewing and approving the Bank's asset mortgage business; ~~(XXI)~~ reviewing and approving the persons who should be recommended by our Bank and other matters (excluding equity investment) of controlled companies and associates of the Bank; ~~(XXII)~~ reviewing and approving matters relating to the changes in the use of proceeds from share offerings; ~~(XXIII)~~ resolving on the appointment or dismissal of accounting firms of the Bank that conduct regular statutory audit on the Bank's financial reports; ~~(XXIV)~~ reviewing and approving the purchase of the Bank's shares by the Bank; ~~(XXV)~~ reviewing other issues which should be decided on by the general meeting as stipulated by the relevant laws, administrative regulations, other rules, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles and other internal rules.

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

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(IX) any other circumstances as stipulated by the laws, administrative regulations, other rules or the Articles. Regarding the circumstance in sub-paragraph (II) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank knows about the occurrence of the circumstance. The amount of shareholding mentioned in sub-paragraph (III) above is calculated as on the day when the shareholders raise a request in written.		(~~VIII~~X) any other circumstances as stipulated by the laws, administrative regulations, other rules or the Articles. Regarding the circumstance in sub-paragraph (II) above, the time limit for convening an extraordinary ~~general~~shareholders' meeting shall start from the date when the Bank knows about the occurrence of the circumstance. The amount of shareholding mentioned in sub-paragraph (III) above is calculated as on the day when the shareholders raise a request in written.
Article 79	The venue of general meetings of the Bank shall be the address of the Bank or other place specified in the notice of general meeting. A venue shall be set for general meetings of the Bank which shall be held onsite and in other ways permitted by other regulatory authorities. According to relevant regulatory requirements, the Bank may also provide network or any other means for its shareholders to conveniently participate in general meetings. Shareholders participating in the general meetings by any aforesaid means shall be deemed as having attended the meetings.	Article 78	The venue of ~~shareholders'~~general meetings of the Bank shall be the address of the Bank or other place specified in the notice of ~~shareholders'~~general meeting. A venue shall be set for ~~shareholders'~~general meetings of the Bank which shall be held onsite and in other ways permitted by other regulatory authorities. According to relevant regulatory requirements, the Bank may also provide network or any other means for its shareholders to conveniently participate in ~~shareholders'~~general meetings. <u>Where the Bank holds meetings via the Internet or other means, it shall ensure that participating shareholders are able to communicate and discuss in real time and vote through modern information technology means such as online voting platforms.</u> Shareholders participating in the ~~shareholders'~~general meetings by any aforesaid means shall be deemed as having attended the meetings.

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 81	The Board shall convene general meetings in compliance with laws, regulations, the Articles and terms of reference for general meetings. If the Board is unable or fails to fulfil the obligation of convening general meetings, the Board of Supervisors shall convene and preside over such meetings. If the Board of Supervisors does not convene such meetings, the shareholders separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative.	Article 80	The Board shall convene <u>shareholders' general</u> meetings in compliance with laws, regulations, the Articles and terms of reference for <u>shareholders' general</u> meetings. If the Board is unable or fails to fulfil the obligation of convening <u>shareholders' general</u> meetings, the <u>audit committee</u> ~~Board of Supervisors~~ shall convene and preside over such meetings. If the <u>audit committee</u> ~~Board of Supervisors~~ does not convene such meetings, the shareholders separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative.
Article 82	The Board of Supervisors shall have the right to propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations and the Articles, give a written reply on whether to convene the extraordinary general meeting within 10 days after receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the Board of Supervisors is required.	Article 81	The <u>audit committee</u> ~~Board of Supervisors~~ shall have the right to propose to the Board to convene an extraordinary <u>general</u>~~shareholders'~~ meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations and the Articles, ~~give a written reply on whether to~~ convene the extraordinary <u>general</u>~~shareholders'~~ meeting within ~~40 days~~ <u>2 months</u> after receipt of the proposal. ~~If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the Board of Supervisors is required.~~

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	If the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the Board of Supervisors may convene and preside over the meeting by itself.		~~If the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the Board of Supervisors may convene and preside over the meeting by itself.~~
Article 83	If shareholders require convening an extraordinary general meeting or class meeting, the following procedure shall be followed: If a proposing shareholder requests the Board to convene an extraordinary general meeting or class meeting, he shall put forward such request to the Board in writing; where shareholders individually or jointly holding more than 10% of shares with voting rights request the Board to convene an extraordinary general meeting, they shall put forward such request to the Board in writing and state the issues for discussion of the meeting. The amount of shareholding mentioned above is calculated as on the day when the shareholders make the request in writing. The Board shall convene an extraordinary or class meeting responsively after receipt of the aforesaid written request.	Article 82	If shareholders require convening an extraordinary <u>general shareholders'</u> meeting or class meeting, the following procedure shall be followed: If a proposing shareholder requests the Board to convene an extraordinary <u>general shareholders'</u> meeting or class meeting, he shall put forward such request to the Board in writing; where shareholders individually or jointly holding more than 10% of shares with voting rights request the Board to convene an extraordinary <u>general shareholders'</u> meeting, <u>the Board shall make a decision as to whether or not to convene an extraordinary shareholders' meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing.</u>~~they shall put forward such request to the Board in writing and state the issues for discussion of the meeting.~~ The amount of shareholding mentioned above is calculated as on the day when the shareholders make the request in writing. The Board shall convene an extraordinary or class meeting responsively after receipt of the aforesaid written request.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may by themselves convene a meeting within 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes general meetings. Prior to the resolutions of general meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%. Where the shareholders convene a general meeting because the Board fails to convene the meeting pursuant to the aforesaid provisions, the reasonable fees incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting directors.		If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may by themselves convene a meeting within 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes general meetings. Prior to the resolutions of <u>shareholders' general</u> meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%. Where the shareholders convene a <u>shareholders' general</u> meeting because the Board fails to convene the meeting pursuant to the aforesaid provisions, the reasonable fees incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting directors.
Article 84	Where the Board of Supervisors or shareholders decide to convene a general meeting on its/their own initiative, it/they shall notify the Board in writing.	Article 83	Where the <u>audit committee</u> ~~Board of Supervisors~~ or shareholders decide to convene a <u>shareholders' general</u> meeting on its/their own initiative, it/they shall notify the Board in writing.
Article 85	With regard to the general meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation and provide a register of shareholders as of the shareholding registration date.	Article 84	With regard to the <u>shareholders' general</u> meeting convened by the <u>audit committee</u> ~~Board of Supervisors~~ or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation and provide a register of shareholders as of the shareholding registration date.

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 86	The Bank shall bear the expenses in relation to the general meeting convened by the Board of Supervisors or shareholders on its/their own initiative. Shareholders convening a general meeting on their own initiative shall make resolutions according to laws. If the resolution they pass violates laws, administrative regulations, other rules and the Articles or causes losses to the Bank, they shall bear corresponding liabilities.	Article 85	The Bank shall bear the expenses in relation to the <u>shareholders' general</u> meeting convened by the <u>audit committee</u>~~Board of Supervisors~~ or shareholders on its/their own initiative. Shareholders convening a <u>shareholders' general</u> meeting on their own initiative shall make resolutions according to laws. If the resolution they pass violates laws, administrative regulations, other rules and the Articles or causes losses to the Bank, they shall bear corresponding liabilities.
Article 88	Where the Bank convenes a general meeting, the Board, the Board of Supervisors, and shareholders individually or jointly holding more than 3% of the Bank's shares shall have the right to put forward proposals to the Bank in writing, and the Bank shall place the said proposals on the agenda of the said general meeting if the said proposal falls within the functions and powers of general meetings.	Article 87	Where the Bank convenes a <u>shareholders' general</u> meeting, the Board, the <u>audit committee</u>~~Board of Supervisors~~, and shareholders individually or jointly holding more than <u>13</u>% of the Bank's shares shall have the right to put forward proposals to the Bank in writing, and the Bank shall place the said proposals on the agenda of the said general meeting if the said proposal falls within the functions and powers of <u>shareholders' general</u> meetings.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	Shareholder individually or jointly holding more than 3% of the Bank's shares may submit written provisional proposals to the convener 10 days before the general meeting. The convener shall serve a supplementary notice of general meeting within 2 days after receipt of the provisional proposals and announce the contents of the said provisional proposals. Other provisions under the listing rules of the stock exchange where the securities of the Bank are listed shall also be followed. Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of general meeting or add any new proposal after the said notice is served. Proposals not set out in the notice of general meeting or not complying with Article 87 of the Articles shall not be voted on or resolved at the general meeting.		Shareholder individually or jointly holding more than <u>13%</u> of the Bank's shares may submit written provisional proposals to the <u>Board</u>~~convener~~ 10 days before the <u>shareholders'</u>~~general~~ meeting. The <u>Board</u>~~convener~~ shall serve a supplementary notice of <u>shareholders'</u>~~general~~ meeting within 2 days after receipt of the provisional proposals, <u>and</u>~~and~~ announce the contents of the said provisional proposals, <u>and</u> submit the provisional proposals to the <u>shareholders' meeting</u> for consideration, <u>except for the cases where provisional proposal violates the provisions of laws, administrative regulations or the Articles, or does not fall within the scope of the authority of the shareholders' meeting.</u> Other provisions under the listing rules of the stock exchange where the securities of the Bank are listed shall also be followed. Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of <u>shareholders'</u>~~general~~ meeting or add any new proposal after the said notice is served. Proposals not set out in the notice of <u>shareholders'</u>~~general~~ meeting or not complying with Article <u>86</u>~~7~~ of the Articles shall not be voted on or resolved at the <u>shareholders'</u>~~general~~ meeting.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 92	Unless otherwise stipulated by the laws, regulations, the provisions of the relevant regulatory authorities as well as the Articles, the notice of a general meeting shall be delivered by hand or prepaid mail to all shareholders (whether or not they are entitled to vote at the general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be in the form of an announcement. The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council between the 20 to 25 days interval prior to the date when the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meeting once the announcement is published.	Article 91	Unless otherwise stipulated by the laws, regulations, the provisions of the relevant regulatory authorities as well as the Articles, the notice of a general meeting shall be delivered ~~by hand or prepaid mail~~ to all shareholders (whether or not they are entitled to vote at the general meeting) <u>by means of an announcement, by mail, or by such means as permitted by the relevant stock exchanges or regulatory authorities in the place where the securities of the Bank are listed.</u> ~~The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be in the form of an announcement.~~ <u>For holders of domestic shares, the</u> ~~The~~ announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council between the 20 to 25 days interval prior to the date when the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meeting once the announcement is published.

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 98	All shareholders in the register of shareholders or proxies thereof shall be entitled to attend general meetings and exercise their voting rights pursuant to relevant laws, administrative regulations and the Articles. The shareholders may either attend the general meetings in person or appoint their proxies to attend and vote on his behalf.	Article 97	All shareholders in the register of shareholders or proxies thereof shall be entitled to attend <u>shareholders' general</u> meetings and exercise their voting rights pursuant to relevant laws, administrative regulations and the Articles. The shareholders may either attend the <u>shareholders' general</u> meetings in person or appoint their proxies to attend and vote on his/her behalf. <u>A shareholder that appoints a proxy to attend a shareholders' meeting shall specify the matters in which the proxy will act, the authority, and the period. The proxy shall present a shareholder's proxy form to the Bank, and exercise the voting rights within the scope of the proxy form.</u>
Article 108	General meetings shall be convened by the Board and presided over by the chairman of the Board. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to preside over the meeting on his behalf or a director shall be jointly elected by more than half of the directors to preside over the meeting. If no presider is appointed, the attending shareholders may elect a person to preside over the meeting. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof) holding the most voting shares thereat shall preside over the meeting.	Article 107	<u>Shareholders'</u> ~~General~~ meetings shall be convened by the Board and presided over by the chairman of the Board. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to preside over the meeting on his/her behalf or a director shall be jointly elected by more than half of the directors to preside over the meeting. If no presider is appointed, the attending shareholders may elect a person to preside over the meeting. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof) holding the most voting shares thereat shall preside over the meeting.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	A general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is unable or fails to perform his duties, more than half of the supervisors shall jointly elect a supervisor to perform relevant duties. At a general meeting convened by the shareholders themselves, the convener shall organize the shareholders to elect a representative presider. When a general meeting is held and the presider violates the terms of reference for general meetings which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.		A <u>shareholders' general</u> meeting convened by the <u>audit committee</u>~~Board of Supervisors~~ itself shall be presided over by the chairman of the <u>audit committee</u>~~Board of Supervisors~~. Where the chairman of the <u>audit committee</u>~~Board of Supervisors~~ is unable or fails to perform his/her duties, more than half of the <u>members of audit committee supervisors</u> shall jointly elect a <u>member of audit committee</u>~~supervisor~~ to perform relevant duties. At a <u>shareholders' general</u> meeting convened by the shareholders themselves, the convener shall organize the shareholders to elect a representative presider. When a <u>shareholders' general</u> meeting is held and the presider violates the terms of reference for <u>shareholders' general</u> meetings which makes it difficult for the <u>shareholders' general</u> meeting to continue, a person may be elected at the <u>shareholders' general</u> meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.
Article 117	The following issues shall be approved by ordinary resolutions at a general meeting: (I) the business guidelines of the Bank; (II) work reports of the Board of Directors and the Board of Supervisors; (III) profit distribution plans and loss recovery plans formulated by the Board;	Article 116	The following issues shall be approved by ordinary resolutions at a <u>shareholders' general</u> meeting: (I) the business guidelines of the Bank; (II) work reports of the Board of Directors and the <u>Board of Supervisors</u>; (III) profit distribution plans and loss recovery plans formulated by the Board;

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(IV) annual reports, annual budgets, final accounting reports of the Bank; (V) report of evaluation by the Board of Supervisors on the directors and by the independent Directors on each other; (VI) report of evaluation by the Board of Supervisors on the supervisors and by the external supervisors on each other; (VII) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount not exceeding 10% of the latest audited net assets of the Bank; (VIII) the Bank' s equity investment business; (IX) the persons who should be recommended by the Bank and other issues (excluding equity investment) of controlled companies and associates of the Bank; (X) issues relating to the changes in the use of raised funds; (XI) resolutions on the appointment or dismissal of the accounting firm providing regular and statutory audits on the financial reports of the Bank; (XII) other issues than those that should be passed by special resolutions pursuant to laws, administrative regulations or the Articles.		(IV) annual reports, annual budgets, final accounting reports of the Bank; (V) report of evaluation by the <u>audit committee</u>~~Board of Supervisors~~ on the directors and by the independent Directors on each other; ~~(VI) report of evaluation by the Board of Supervisors on the supervisors and by the external supervisors on each other;~~ (~~VII~~<u>IV</u>) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount not exceeding 10% of the latest audited net assets of the Bank; (~~VII~~<u>IV</u>) the Bank' s equity investment business; (~~VIII~~<u>IX</u>) the persons who should be recommended by the Bank and other issues (excluding equity investment) of controlled companies and associates of the Bank; (~~IX~~<u>X</u>) issues relating to the changes in the use of raised funds; (~~XI~~<u>XI</u>) resolutions on the appointment or dismissal of the accounting firm providing regular and statutory audits on the financial reports of the Bank; (~~XII~~<u>IX</u>) other issues than those that should be passed by special resolutions pursuant to laws, administrative regulations or the Articles.

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 118	The following issues shall be approved by special resolutions at a general meeting: (I) an increase or reduction in the registered capital of the Bank, and the issuance of bonds or other securities or listing of the Bank; (II) the investment plans of the Bank; (III) the division, merger, dissolution and liquidation or change in the corporate form of the Bank; (IV) amendments to the Articles, the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors of the Bank; (V) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 10% of the latest audited net assets of the Bank; (VI) reviewing and approving the Bank's guarantee businesses, such as external guarantee and letter of guarantee; (VII) reviewing and approving the Bank's fixed asset purchase business; (VIII) reviewing and approving the non-performing asset disposal and write-off of the Bank;	Article 117	The following issues shall be approved by special resolutions at a <u>shareholders' general</u> meeting: (I) an increase or reduction in the registered capital of the Bank, and the issuance of bonds or other securities or listing of the Bank; (II) the investment plans of the Bank; (III) the division, merger, dissolution and liquidation or change in the corporate form of the Bank; (IV) amendments to the Articles, the Rules of Procedure of the Shareholders' ~~General~~ Meeting; <u>and</u> the Rules of Procedure of the Board of Directors ~~and the Rules of Procedure of the Board of Supervisors of the Bank~~; (V) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 10% of the latest audited net assets of the Bank; (VI) reviewing and approving the Bank's guarantee businesses, such as external guarantee and letter of guarantee; (VII) reviewing and approving the Bank's fixed asset purchase business; (VIII) reviewing and approving the non-performing asset disposal and write-off of the Bank;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(IX) reviewing and approving the Bank's asset mortgage business; (X) the Bank's buyback of its shares; (XI) the plans for the equity incentive scheme; (XII) appointment and removal of the members of the Board of Directors and the Board of Supervisors (save as otherwise stipulated in Article 155 of the Articles), and their remuneration matters; (XIII) any other matters as required by the laws, regulations, regulatory documents, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles, and confirmed by the general meeting by an ordinary resolution that they may have a material effect on the Bank and should be adopted by a special resolution.		(IX) reviewing and approving the Bank's asset mortgage business; (X) the Bank's buyback of its shares; (XI) the plans for the equity incentive scheme; (XII) appointment and removal of the members of the Board of Directors ~~and the Board of Supervisors~~ (save as otherwise stipulated in Article 154~~5~~ of the Articles), and their remuneration matters; (XIII) any other matters as required by the laws, regulations, regulatory documents, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles, and confirmed by the ~~general~~shareholders' meeting by an ordinary resolution that they may have a material effect on the Bank and should be adopted by a special resolution.

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

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	A shareholder or his related party shall not nominate candidates for directors and supervisors at the same time; where a candidate for director (supervisor) nominated by a shareholder or his related party is approved to sit on the Board or the Board of Supervisors, the shareholder shall not nominate any candidate for director (supervisor) until the term of office of the director (supervisor) expires or the director (supervisor) is replaced; and, generally, the number of candidates for directors or supervisors nominated by a shareholder and his related party shall not exceed one third of the number of members of the Board or the Board of Supervisors; the nomination and remuneration committee of the Board shall avoid being affected by shareholders and exercise the right to nominate directors independently and prudently. Except as otherwise prescribed by laws, administrative regulations, departmental rules, and listing rules of the stock exchange where the securities of the Bank are listed.		The shareholder that has nominated non-independent directors and his/her related parties shall not nominate independent directors. <u>A shareholder or his related party shall not nominate candidates for directors and supervisors at the same time</u>; where a candidate for director (supervisor) nominated by a shareholder or his/her related party is approved to sit on the Board or the Board of Supervisors, the shareholder shall not nominate any candidate for director (supervisor) until the term of office of the director (supervisor) expires or the director (supervisor) is replaced; and, generally, the number of candidates for directors or supervisors nominated by a shareholder and his/her related party shall not exceed one third of the number of members of the Board ~~or the Board of Supervisors~~; the nomination and remuneration committee ~~of~~<u>under</u> the Board shall avoid being affected by shareholders and exercise the right to nominate directors independently and prudently. Except as otherwise prescribed by laws, administrative regulations, departmental rules, and listing rules of the stock exchange where the securities of the Bank are listed.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(II) The nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the director or supervisor candidates, and submit the qualified candidates to the Board or the Board of Supervisors for consideration. Upon approval by the Board or the Board of Supervisors, the resume and basic information of the director or supervisor candidates shall be submitted as a written proposal to the general meeting. (III) The director or supervisor candidates shall prior to the general meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfill the duties as director or supervisor if elected. (IV) In the event of a temporary vacancy of director or supervisor, the Board or the Board of Supervisors shall propose a list of director or supervisor candidates for the general meeting to elect or replace.		(II) The nomination and remuneration committee ~~of under~~ the Board ~~and the nomination committee of the Board of~~ Supervisors shall make preliminary examination on the qualifications and conditions of the director ~~or supervisor~~ candidates, and submit the qualified candidates to the Board ~~or the Board of~~ Supervisors for consideration. Upon approval by the Board ~~or the Board of~~ Supervisors, the resume and basic information of the director ~~or supervisor~~ candidates shall be submitted as a written proposal to the ~~general meetings~~ <u>shareholders' meetings</u>. (III) The director ~~or supervisor~~ candidates shall prior to the ~~general meeting~~ <u>shareholders' meetings</u> provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfill the duties as director ~~or supervisor~~ if elected. (IV) In the event of a temporary vacancy of director ~~or supervisor~~, the Board ~~or the Board of~~ Supervisors shall propose a list of director ~~or supervisor~~ candidates for the ~~general meeting~~ <u>shareholders' meetings</u> to elect or replace.

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

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

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 156	Directors shall observe the laws, administrative regulations and the Articles, and fulfill the following obligations of diligence: (I) to exercise the rights conferred by the Articles or the general meeting with due discretion, care and diligence to ensure the business operations of the Bank comply with state laws, administrative regulations and various economic policies of the state, and are within the business scope specified in the business license of the Bank; (II) to continuously pay attention to the operation and management status of the Bank, and have the right to require the senior management to provide relevant materials reflecting the operation and management status of the Bank in a comprehensive, timely and accurate manner or to give explanations on relevant issues; (III) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments; (IV) to take responsibility for the resolutions of the Board of Directors; to supervise the implementation of the resolutions of the general meeting and the Board of Directors by the senior management;	Article 155	Directors shall observe the laws, administrative regulations and the Articles, and fulfill the following obligations of diligence: (I) to exercise the rights conferred by the Articles or the <u>shareholders' meetings</u> ~~general meeting~~ with due discretion, care and diligence to ensure the business operations of the Bank comply with state laws, administrative regulations and various economic policies of the state, and are within the business scope specified in the business license of the Bank; (II) to continuously pay attention to the operation and management status of the Bank, and have the right to require the senior management to provide relevant materials reflecting the operation and management status of the Bank in a comprehensive, timely and accurate manner or to give explanations on relevant issues; (III) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments; (IV) to take responsibility for the resolutions of the Board of Directors; to supervise the implementation of the resolutions of the <u>shareholders' meetings</u> ~~general meeting~~ and the Board of Directors by the senior management;

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(V) to take active participation in trainings organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continue to possess expertise and capabilities required to perform their duties; (VI) to be responsible to the Bank and all shareholders and treat all shareholders impartially when performing duties; (VII) to honor their public promises and to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders; (VIII) to undertake fiduciary duties with diligence in the Bank, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties; (IX) to carefully read various business and financial reports of the Bank and to sign written confirmations of the regular reports of the Bank; and to ensure the information disclosed by the Bank is true, accurate and complete;		(V) to take active participation in trainings organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continue to possess expertise and capabilities required to perform their duties; (VI) to be responsible to the Bank and all shareholders and treat all shareholders impartially when performing duties; (VII) to honor their public promises and to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders; (VIII) to undertake fiduciary duties with diligence in the Bank, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties; (IX) to carefully read various business and financial reports of the Bank and to sign written confirmations of the regular reports of the Bank; and to ensure the information disclosed by the Bank is true, accurate and complete;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(X) to honestly provide the Board of Supervisors with relevant information, not to prevent the Board of Supervisors or supervisors from exercising their functions and powers, and to accept the lawful supervision and rational suggestions of the Board of Supervisors on their performance of duties; (XI) to personally exercise the lawfully-authorized disposal right concerning the management of the Bank and not to allow themselves to be controlled by others and, save as permitted by applicable laws or with the informed consent of shareholders given at a general meeting, not to transfer the exercise of their discretion to others; (XII) other obligations of diligence stipulated by laws, administrative regulations, other rules and the Articles.		(X) to honestly provide the <u>audit committee</u>~~Board of Supervisors~~ with relevant information, not to prevent the <u>audit committee</u>~~Board of Supervisors~~ or <u>its member</u>~~supervisors~~ from exercising their functions and powers, and to accept the lawful supervision and rational suggestions of the <u>audit committee</u>~~Board of Supervisors~~ on their performance of duties; (XI) to personally exercise the lawfully-authorized disposal right concerning the management of the Bank and not to allow themselves to be controlled by others and, save as permitted by applicable laws or with the informed consent of shareholders given at a <u>shareholders' meeting</u>~~general meeting~~, not to transfer the exercise of their discretion to others; (XII) other obligations of diligence stipulated by laws, administrative regulations, other rules and the Articles.
Article 162	If a director violates the laws, administrative regulations, other rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles in fulfilling his duties, thereby incurring any loss of the Bank, the said director shall be liable for compensation, and the general meeting shall have the right to dismiss the said director.	Article 161	If a director violates the laws, administrative regulations, other rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles in fulfilling his/ <u>her</u> duties, thereby incurring any loss of the Bank, the said director shall be liable for compensation, and the <u>shareholders' meetings</u> ~~general meeting~~ shall have the right to dismiss the said director. <u>When a director causes harm to others while carrying out their duties, the Bank shall assume liability for compensation; if the director has committed intentional acts or gross negligence, they shall also bear compensation liability.</u>

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

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(IV) has the basic knowledge about the management of commercial banks, and is familiar with the laws, regulations and rules relating to the operation and management of commercial banks; (V) has more than five years' experience in legal, economic, financial or accounting work or other work beneficial for fulfilling duties as independent director; (VI) is able to read, understand and analyze the credit statistics statements and financial statements of commercial banks; (VII) meets other conditions as specified in the Articles.		(IV) has the basic knowledge about the management of commercial banks, and is familiar with the laws, regulations and rules relating to the operation and management of commercial banks; (V) has more than five years' experience in legal, economic, financial—~~or accounting work~~ or other work beneficial for fulfilling duties as independent director; (VI) is able to read, understand and analyze the credit statistics statements and financial statements of commercial banks; <u>(VII) possessing good personal character and no significant records of dishonesty or other negative conduct;</u> <u>(~~V~~HVIII) meets other conditions as specified in the laws, administrative regulations, CSRC regulations, business rules of stock exchanges and Articles.</u>
Article 169	An independent director candidate shall be nominated by shareholder(s) individually or jointly holding more than 1% of the total number of voting shares issued by the Bank, the Board, the nomination and remuneration committee of the Board and the Board of Supervisors of the Bank, and shall be elected by the general meeting. A shareholder or related shareholder may nominate one independent director candidate or one external supervisor candidate but shall not do both. A shareholder and his/her related party who have nominated non-independent director candidates shall no longer nominate an independent director candidate.	—	Deleted

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 174	A proposal made by the Board of Supervisors for dismissal of an independent director shall be approved by more than two thirds of all the supervisors by voting before it is submitted to general meeting for consideration. Before the Board of Supervisors makes a proposal on the dismissal of an independent director, the affected independent director may give a statement or explanation to the Board of Supervisors. Where the Board of Supervisors makes a proposal for dismissal of an independent director to the general meeting, it shall report to the banking regulatory authorities under the State Council one month before convening of the general meeting and gives a notice to the independent director to be dismissed. The independent director to be dismissed may state his opinions orally or in writing before voting, and has the right to submit the opinions to the banking regulatory authorities under the State Council five days before convening of the general meeting. The general meeting shall vote after deliberating the opinions of the independent director according to law.	Article 172	A proposal made by the <u>audit committee</u> ~~Board of Supervisors~~ for dismissal of an independent director shall be approved by more than two thirds of all <u>members of audit committee</u> ~~the supervisors~~ by voting before it is submitted to <u>shareholders' meetings</u> ~~general meeting~~ for consideration. Before the <u>audit committee</u> ~~Board of Supervisors~~ makes a proposal on the dismissal of an independent director, the affected independent director may give a statement or explanation to the <u>audit committee</u> ~~Board of Supervisors~~. Where the <u>audit committee</u> ~~Board of Supervisors~~ makes a proposal for dismissal of an independent director to the <u>shareholders' meetings</u> ~~general meeting~~, it shall report to the banking regulatory authorities under the State Council one month before convening of the <u>shareholders' meetings</u> ~~general meeting~~ and gives a notice to the independent director to be dismissed. The independent director to be dismissed may state his opinions orally or in writing before voting, and has the right to submit the opinions to the banking regulatory authorities under the State Council five days before convening of the <u>shareholders' meetings</u> ~~general meeting~~. The <u>shareholders' meetings</u> ~~general meeting~~ shall vote after deliberating the opinions of the independent director according to law.

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TO THE ARTICLES OF ASSOCIATION**

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 175	Independent directors shall provide objective, fair and independent opinions for the issues under discussion of the Board. Independent directors shall express their opinions especially on the following issues: (I) nomination, appointment and dismissal of directors; (II) appointment or dismissal of senior managers; (III) remunerations of directors and senior managers; (IV) profit distribution plan; (V) significant related party transactions between the Bank and the Bank's shareholders, effective controllers and affiliated enterprises, and whether the Bank has taken effective measures to collect outstanding receivables; (VI) whether the procedure for considering significant related party transactions of the Bank is legal and whether the transaction price is fair and just; (VII) appointment or dismissal of an accounting firm that conducts regular statutory audit on the financial reports of the Bank; matters involved in the non-standard unqualified audit opinions produced by the accounting firm on the financial accounting report of the Bank;	Article 173	Independent directors shall provide objective, fair and independent opinions for the issues under discussion of the <u>shareholders' meetings or Board. In particular, they should express opinions to the shareholders' meeting or the Board on the following matters</u> ~~Independent directors shall express their opinions especially on the following issues:~~ (I) nomination, appointment and dismissal of directors; (II) appointment or dismissal of senior managers; (III) remunerations of directors and senior managers; (IV) profit distribution plan; (V) significant related party transactions between the Bank and the Bank's shareholders, effective controllers and affiliated enterprises, and whether the Bank has taken effective measures to collect outstanding receivables; (VI) whether the procedure for considering significant related party transactions of the Bank is legal and whether the transaction price is fair and just; (VII) appointment or dismissal of an accounting firm that conducts regular statutory audit on the financial reports of the Bank; matters involved in the non-standard unqualified audit opinions produced by the accounting firm on the financial accounting report of the Bank;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(VIII) a related party's proposal of offsetting debts with assets (if no intermediary qualified for conducting relevant businesses is engaged to issue independent financial and advisory reports); (IX) whether or not equity incentive plans are conducive to the sustained development of the Bank, and cause obvious damage to the interests of the Bank and all shareholders; (X) the Bank's accumulative and current external guarantees and execution of relevant provisions; (XI) matters which independent directors deem likely to damage the legitimate rights and interests of the Bank, depositors, minority shareholders, financial consumers and other stakeholders; (XII) matters that may cause serious losses to the Bank; (XIII) other matters specified in laws, administrative regulations and other rules and the Articles.		(VIII) a related party's proposal of offsetting debts with assets (if no intermediary qualified for conducting relevant businesses is engaged to issue independent financial and advisory reports); (IX) whether or not equity incentive plans are conducive to the sustained development of the Bank, and cause obvious damage to the interests of the Bank and all shareholders; (X) the Bank's accumulative and current external guarantees and execution of relevant provisions; (XI) matters which independent directors deem likely to ~~damage the legitimate rights and interests of the Bank, depositors, minority shareholders, financial consumers and other stakeholders~~ <u>have a significant impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers;</u> (XII) matters that may cause serious losses to the Bank; (XIII) other matters specified in laws, administrative regulations and other rules and the Articles.

APPENDIX III	COMPARATIVE TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 182	The Board is composed of executive directors and non-executive directors (including independent directors). Executive directors are directors who hold other senior management position at the Bank in addition to director. Non-executive directors are directors who don't hold any management position at the Bank. The Board of the Bank shall be composed of 15 directors, including a chairman. In particular, the independent directors shall account for no less than one third of the total number of directors and there shall be one employee director who is elected by the employee representative meeting.	Article 180	The Board is composed of executive directors and non-executive directors (including independent directors). Executive directors are directors who hold other senior management position at the Bank in addition to director. Non-executive directors are directors who don't hold any management position at the Bank. The Board of the Bank shall be composed of <u>9 to 15</u> directors, including a chairman. In particular, the independent directors shall account for no less than one third of the total number of directors and there shall be one employee director who is elected by the employee representative meeting.
Article 183	The Board shall exercise the following functions and powers: (I) to convene a general meeting and report its work to the general meeting; (II) to implement resolutions of the general meeting; (III) to decide on the Bank's business plans, investment proposals and to formulate development strategies and supervise the implementation of the strategies; (IV) to formulate the Bank's annual financial budgets, final accounts, risk capital allocation plans, profit distribution plans and loss recovery plans;	Article 181	The Board shall exercise the following functions and powers: (I) to convene a <u>shareholders' meeting</u> ~~general meeting~~ and report its work to the <u>shareholders'</u> ~~general~~ meeting; (II) to implement resolutions of the <u>shareholders' meetings</u> ~~general meeting~~; (III) to decide on the Bank's business plans, investment proposals and to formulate development strategies and supervise the implementation of the strategies; (IV) to formulate the Bank's annual financial budgets, final accounts, risk capital allocation plans, profit distribution plans and loss recovery plans;

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(V) to formulate proposals for increase or decrease of the registered capital, issuance of bonds or other securities and listing plans of the Bank; (VI) to formulate plans for material acquisitions, purchase of shares of the Bank or merger, division, dissolution and transformation of the Bank; (VII) to decide on major events of the Bank within the authorization of the general meeting, such as daily operations, external investments, acquisition, sales and swap of assets, external guarantees, pledge of assets, entrusted wealth management, financial lease, related party transactions and disposal and write-offs of assets; (VIII) to appoint or dismiss under regulatory requirements senior managers including the president, vice president and secretary of the Board of the Bank nominated by the chairman; determine remunerations, rewards and punishments for senior managers; (IX) to formulate the basic management system of the Bank, and decide on the rights of senior management on the formulation of business procedures and other specific rules;		(V) to formulate proposals for increase or decrease of the registered capital, issuance of bonds or other securities and listing plans of the Bank; (VI) to formulate plans for material acquisitions, purchase of shares of the Bank or merger, division, dissolution and transformation of the Bank; (VII) to decide on major events of the Bank within the authorization of the <u>shareholders' meetings</u> ~~general meeting~~, such as daily operations, external investments, acquisition, sales and swap of assets, external guarantees, pledge of assets, entrusted wealth management, financial lease, related party transactions and disposal and write-offs of assets; (VIII) to appoint or dismiss under regulatory requirements senior managers including the president, vice president and secretary of the Board of the Bank nominated by the chairman; determine remunerations, rewards and punishments for senior managers; (IX) to formulate the basic management system of the Bank, and decide on the rights of senior management on the formulation of business procedures and other specific rules;

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TO THE ARTICLES OF ASSOCIATION**

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(X) to formulate proposals for any amendment to the Articles, formulate the rules of procedure of the Shareholders' General Meeting and the rules of procedure of the Board of Directors, and submit the same to the general meeting for consideration and approval; and to consider and approve the rules of procedure for the special committees under the Board; (XI) to be responsible for the Bank's information disclosure, and undertake the ultimate responsibility for the truthfulness, accuracy, completeness and promptness of the Bank's accounting and financial reports; (XII) to formulate a standard scheme for the remuneration and allowances of the directors of the Bank; (XIII) to listen to work reports of the Bank's president and examine the work of the president; (XIV) to determine the risk tolerance level, risk management and internal control policies of the Bank, and to assume the ultimate responsibility for the overall risk management;		(X) to formulate proposals for any amendment to the Articles, formulate the rules of procedure of the <u>shareholders' meetings</u> ~~Shareholders' General Meeting~~ and the rules of procedure of the Board of Directors, and submit the same to the <u>shareholders' meetings</u> ~~general meeting~~ for consideration and approval; and to consider and approve the rules of procedure for the special committees under the Board; (XI) to be responsible for the Bank's information disclosure, and undertake the ultimate responsibility for the truthfulness, accuracy, completeness and promptness of the Bank's accounting and financial reports; (XII) to formulate a standard scheme for the remuneration and allowances of the directors of the Bank; (XIII) to listen to work reports of the Bank's president and examine the work of the president; (XIV) to determine the risk tolerance level, risk management and internal control policies of the Bank, and to assume the ultimate responsibility for the overall risk management;

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

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(XXI) to undertake the ultimate responsibility for information technology risks and examination and approval of mid-and-long term information technology strategies, and regularly review the Bank's reports on information technology construction and risk management; (XXII) to have the right to determine the pricing and the business investment between the Bank and other financial institutions, including bond investment, entrusted wealth management, purchase of wealth management products, purchase of designated (specialized) asset management plans, trust plans, beneficiary certificates issued by securities companies, right to yields on claims of margin trading and short selling, securities investment funds and other business investment and pricing; (XXIII) to be in charge of determining green credit development strategies, examine and approve the green credit objectives determined and the green credit reports submitted by senior management, and supervise and appraise the Bank's implementation of green credit development strategies; (XXIV) to assume the ultimate responsibility for the protection of consumer rights of the Bank, safeguard the legitimate rights of financial consumers and other stakeholders, regularly listen to the reports on the progress of the protection of consumer rights;		(XXI) to undertake the ultimate responsibility for information technology risks and examination and approval of mid-and-long term information technology strategies, and regularly review the Bank's reports on information technology construction and risk management; (XXII) to have the right to determine the pricing and the business investment between the Bank and other financial institutions, including bond investment, entrusted wealth management, purchase of wealth management products, purchase of designated (specialized) asset management plans, trust plans, beneficiary certificates issued by securities companies, right to yields on claims of margin trading and short selling, securities investment funds and other business investment and pricing; (XXIII) to be in charge of determining green credit development strategies, examine and approve the green credit objectives determined and the green credit reports submitted by senior management, and supervise and appraise the Bank's implementation of green credit development strategies; (XXIV) to assume the ultimate responsibility for the protection of consumer rights of the Bank, safeguard the legitimate rights of financial consumers and other stakeholders, regularly listen to the reports on the progress of the protection of consumer rights;

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS
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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(XXV) to formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management; (XXVI) to propose to the general meeting of the engagement or dismissal of the accounting firm that conducts regular and statutory audit on the financial reports of the Bank; (XXVII) to formulate the Bank's data strategy, approve or authorize the approval on major issues in relation to data governance, urge senior management to improve the effectiveness of data governance, and assume ultimate responsibility for data governance; (XXVIII) to be responsible for the Bank's anti-money laundering and counter terrorist financing policies, supervise the implementation of anti-money laundering and counter terrorist financing policies, and assume ultimate responsibility for the Bank's anti-money laundering and counter terrorist financing work; and (XXIX) to exercise other functions and powers that shall be exercised by the Board according to the laws, regulations, Hong Kong Listing Rules and the Articles.		(XXV) to formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management; (XXVI) to propose to the <u>shareholders' meetings</u> ~~general meeting~~ of the engagement or dismissal of the accounting firm that conducts regular and statutory audit on the financial reports of the Bank; (XXVII) to formulate the Bank's data strategy, approve or authorize the approval on major issues in relation to data governance, urge senior management to improve the effectiveness of data governance, and assume ultimate responsibility for data governance; (XXVIII) to be responsible for the Bank's anti-money laundering and counter terrorist financing policies, supervise the implementation of anti-money laundering and counter terrorist financing policies, and assume ultimate responsibility for the Bank's anti-money laundering and counter terrorist financing work; and (XXIX) to exercise other functions and powers that shall be exercised by the Board according to the laws, regulations, Hong Kong Listing Rules and the Articles.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 187	Board meetings are divided into regular meetings and provisional meetings, which are convened and presided over by the chairman. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to convene and preside over the meeting on his behalf or a director shall be jointly elected by more than half of the directors to perform the duties. The Board of Directors shall hold at least four regular meetings annually, about once a quarter. Notices of Board meetings shall be sent to all directors and supervisors in writing at least 14 days before the date of the meeting. The meeting documents shall be sent to all directors and supervisors five days before the date of the meeting. The notice may be sent by: mail (including e-mail) or personal delivery.	Article 185	Board meetings are divided into regular meetings and provisional meetings, which are convened and presided over by the chairman. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to convene and preside over the meeting on his behalf or a director shall be jointly elected by more than half of the directors to perform the duties. The Board of Directors shall hold at least four regular meetings annually, about once a quarter. Notices of Board meetings shall be sent to all directors ~~and supervisors~~ in writing at least 14 days before the date of the meeting. The meeting documents shall be sent to all directors ~~and supervisors~~ five days before the date of the meeting. The notice may be sent by: mail (including e-mail) or personal delivery.
Article 188	In event of emergency, provisional Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the directors, by at least two independent directors or by the Board of Supervisors and when the chairman considers it necessary. The chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.	Article 186	In <u>the</u> event of emergency, provisional Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the directors, by at least two independent directors or by the ~~Board of Supervisors~~ <u>audit committee</u> and when the chairman considers it necessary. The chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 191	Board meetings may be convened in the form of teleconference or with the help of similar communications equipment provided that the attending directors are able to hear clearly the directors who speak at the meetings and communicate amongst themselves. All the attending directors shall be deemed as having attended the meeting in person. A Board meeting shall only be held if it has a quorum of more than half of the directors. Resolutions made at the Board meeting shall be approved by more than half of the directors. The one-person one-vote system shall be practiced for voting on resolutions of the Board.	Article 189	Board meetings may be convened in the form of teleconference or with the help of similar communications equipment provided that the attending directors are able to hear clearly the directors who speak at the meetings and communicate amongst themselves. All the attending directors shall be deemed as having attended the meeting in person. A Board meeting shall only be held if it has a quorum of more than half of the directors. Resolutions made at the Board meeting shall be approved by more than half of the directors. The one-person one-vote system shall be practiced for voting on resolutions of the Board.
Article 204	The primary duties of the audit committee are to examine the Bank's risks and compliance status, accounting policies, financial report procedures and financial conditions, undertake the Bank's annual audit work, propose the appointment and replacement of the external audit institution, produce judgement report on the truthfulness, accuracy, completeness and promptness of the audited financial information and submit the report to the Board for consideration.	Article 202	The primary duties of the audit committee are to examine the Bank's risks and compliance status, accounting policies, financial report procedures and financial conditions, undertake the Bank's annual audit work, propose the appointment and replacement of the external audit institution, produce judgement report on the truthfulness, accuracy, completeness and promptness of the audited financial information and submit the report to the Board for consideration. <u>The audit committee exercises the relevant powers and functions of the board of supervisors as stipulated in the Company Law and regulatory regimes.</u>

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 211	The chairman shall exercise the following functions and powers: (I) to preside over general meetings and convene and preside over Board meetings; (II) to supervise and examine the implementation of resolutions of the Board and report the work to the Board; (III) to exercise the functions and powers of the Bank's legal representative to sign the securities certificates issued by the Bank; (IV) to nominate or dismiss vice president, secretary of the Board and other senior managers after seeking advice from the president; (V) to determine the appointment or dismissal of middle managers and staff; (VI) to decide on the salaries, benefits and reward or punishment of the Bank's staff other than the senior managers decided by the Board within the scope of remuneration plans and management systems approved by the Board; (VII) in any emergent force majeure event such as extraordinarily serious natural disasters or other emergencies, to exercise the special right of disposal in respect of the business of the Bank in compliance with laws, regulations and in the interests of the Bank, and to report to the Board and the general meeting of the Bank afterwards;	Article 209	The chairman shall exercise the following functions and powers: (I) to preside over ~~general~~<u>shareholders'</u> meetings and convene and preside over Board meetings; (II) to supervise and examine the implementation of resolutions of the Board and report the work to the Board; (III) to exercise the functions and powers of the Bank's legal representative to sign the securities certificates issued by the Bank; (IV) to nominate or dismiss vice president, secretary of the Board and other senior managers after seeking advice from the president; (V) to determine the appointment or dismissal of middle managers and staff; (VI) to decide on the salaries, benefits and reward or punishment of the Bank's staff other than the senior managers decided by the Board within the scope of remuneration plans and management systems approved by the Board; (VII) in any emergent force majeure event such as extraordinarily serious natural disasters or other emergencies <u>which causes failure to convene a shareholders' meeting or a Board meeting</u>, to exercise the special right of disposal in respect of the business of the Bank in compliance with laws, regulations and in the interests of the Bank, and to report to the Board and the ~~general~~<u>shareholders'</u> meeting of the Bank afterwards;

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(VIII) to exercise other functions and powers conferred by the Board; (IX) functions and powers that shall be exercised by the chairman according to relevant laws, regulations and rules.		(VIII) to exercise other functions and powers conferred by the Board; (IX) functions and powers that shall be exercised by the chairman according to relevant laws, regulations and rules.
Article 212	If the chairman cannot or fails to fulfill the duty thereof, more than half of the directors may designate a director to exercise his functions and powers on behalf.	Article 210	If the chairman cannot or fails to fulfill the duty thereof, more than half of the directors may designate a director to exercise his functions and powers on behalf.
Chapter 10 Board of Supervisors		Delete the whole chapter	
Article 250	The Bank shall have one president, who shall be elected via public employment, internal competition or external transfer, which shall be decided by the Board of Directors. The chairman of the Board shall communicate with the local party committee and government, substantial shareholders and banking regulatory authorities under the State Council, so as to reach a consensus on the president candidates. The president shall be nominated by the chairman of the Board, and appointed or dismissed by the Board of Directors. The Bank may set a number of vice presidents and senior managers to meet the needs for business development. The officer in charge of audit shall be appointed and dismissed by the Board of Directors; vice presidents and other senior managers shall be nominated by the chairman of the Board upon consultation with the president, and shall be appointed and dismissed by the Board of Directors.	Article 213	The Bank shall have one president, who shall be elected via public employment, internal competition or external transfer, which shall be decided by the Board of Directors. The chairman of the Board shall communicate with the local party committee and government, substantial shareholders and banking regulatory authorities under the State Council, so as to reach a consensus on the president candidates. The president shall be nominated by the chairman of the Board, and appointed or dismissed by the Board of Directors. The Bank may set ~~a number of 7~~ vice presidents, <u>1 president of the Chengdu Branch (the municipal leading cadre)</u> and <u>a number of</u> senior managers to meet the needs for business development. The officer in charge of audit shall be appointed and dismissed by the Board of Directors; vice presidents and other senior managers shall be nominated by the chairman of the Board upon consultation with the president, and shall be appointed ~~and~~ <u>or</u> dismissed by the Board of Directors.

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 258	If any senior manager violates the laws, administrative regulations or other rules or the Articles in fulfilling his duties, thereby incurring any loss of the Bank, the said senior manager shall be liable for compensation.	Article 221	If any senior manager violates the laws, administrative regulations or other rules or the Articles in fulfilling his duties, thereby incurring any loss of the Bank, the said senior manager shall be liable for compensation. <u>If any senior manager causes any damage to others in fulfilling his duties, the Bank shall be liable for compensation. If any senior manager is with will or serious negligence, the said senior manager shall also be liable for compensation.</u>
Article 261	Senior managers of the Bank shall accept the supervision of the Board of Supervisors, provide it with information on the Bank's business performance, important contracts, financial position, risk profile and business prospects on a regular basis, and shall not obstruct or hinder the inspection, audit and other activities conducted by the Board of Supervisors.	Article 224	Senior managers of the Bank shall accept the supervision of the <u>audit committee</u> ~~Board of Supervisors~~ , provide it with information on the Bank's business performance, important contracts, financial position, risk profile and business prospects on a regular basis, and shall not obstruct or hinder the inspection, audit and other activities conducted by the <u>audit committee</u> ~~Board of Supervisors~~ .
Article 262	The senior management of the Bank shall establish and improve various conference systems and formulate corresponding terms of reference. The senior management shall make the minutes of any meetings held by it and report them to the Board of Supervisors for archiving.	Article 225	The senior management of the Bank shall establish and improve various conference systems and formulate corresponding terms of reference. The senior management shall make the minutes of any meetings held by it and report them to the <u>audit committee</u> ~~Board of Supervisors~~ for archiving.

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 263	The operation and management activities of senior managers of the Bank within the scope of their authorities shall not be interfered with. Senior managers of the Bank shall have the right to request the Board of Supervisors to stop the directors from interfering with their operation and management, and shall make a report to the banking regulatory authorities under the State Council.	Article 226	The operation and management activities of senior managers of the Bank within the scope of their authorities shall not be interfered with. Senior managers of the Bank shall have the right to request the <u>audit committee</u> ~~Board of Supervisors~~ to stop the directors from interfering with their operation and management, and shall make a report to the banking regulatory authorities under the State Council.
Article 264	Members of senior management shall remain relatively stable and shall not be arbitrarily adjusted during their term of office. If adjustment is necessary, a report shall be made to the national competent examination and approval authorities for archiving, and a report shall be made in accordance with relevant regulations to the national competent examination and approval authorities for qualification examination of new senior managers. Senior managers shall have the right to request the Board of Supervisors to raise an objection to the Board's violation of the appointment and removal regulations, and shall make a report to the banking regulatory authorities under the State Council.	Article 227	Members of senior management shall remain relatively stable and shall not be arbitrarily adjusted during their term of office. If adjustment is necessary, a report shall be made to the national competent examination and approval authorities for archiving, and a report shall be made in accordance with relevant regulations to the national competent examination and approval authorities for qualification examination of new senior managers. Senior managers shall have the right to request the <u>audit committee</u> ~~Board of Supervisors~~ to raise an objection to the Board's violation of the appointment and removal regulations, and shall make a report to the banking regulatory authorities under the State Council.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 268	No person shall hold the position of director, supervisor and senior manager of the Bank in one of the following circumstances: (I) a person without or with limited capacity for civil conduct; (II) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out; (III) a director, factory director or manager of companies or enterprises which were bankrupted and liquidated due to bad operation, whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three years have not elapsed from which the liquidation of the company or enterprise was completed; (IV) a legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked;	Article 231	No person shall hold the position of director,~~supervisor~~ and senior manager of the Bank in one of the following circumstances: (I) a person without or with limited capacity for civil conduct; (II) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out, <u>or in case of a sentence to probation, less than two years have lapsed from the date of the conclusion of the probation period;</u> (III) a director, factory director or manager of companies or enterprises which were bankrupted and liquidated due to bad operation, whereby such person was personally liable for the bankruptcy of such companies or enterprises, and three years have not elapsed from which the liquidation of the company or enterprise was completed; (IV) a legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked <u>or was ordered to close down;</u>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(V) a person or his spouse with relatively large amounts of due and outstanding debt or who is engaged in high-risk investments obviously in excess of his family property affordability; (VI) a person under a penalty of prohibited access to the securities market imposed by the securities regulatory authorities under the State Council, which penalty is still effective, or under investigation by judicial authorities for suspected violations of criminal law and the investigation is still on-going; (VII) a person dismissed by other commercial banks or organizations due to non-performance of fiduciary duties or disciplinary offences; (VIII) a shareholder or person in a shareholders' institution whose loans from the Bank (excluding bank deposits or loans pledged with treasury bonds) exceed the audited net book value of the shares held by him in the previous year; (IX) a person or enterprise employee with due and outstanding loans at the Bank; (X) a person within his term of office or who is disqualified for life from being director and senior managers by the financial regulatory authorities;		(V) a person ~~or his spouse with~~ <u>listed as a judgment defaulter by the People's Court due to</u> relatively large amounts of due and outstanding debt or who is engaged in high-risk investments obviously in excess of his family property affordability; (VI) a person under a penalty of prohibited access to the securities market imposed by the securities regulatory authorities under the State Council, which penalty is still effective, or under investigation by judicial authorities for suspected violations of criminal law and the investigation is still on-going; (VII) a person dismissed by other commercial banks or organizations due to non-performance of fiduciary duties or disciplinary offences; (VIII) a shareholder or person in a shareholders' institution whose loans from the Bank (excluding bank deposits or loans pledged with treasury bonds) exceed the audited net book value of the shares held by him in the previous year; (IX) a person or enterprise employee with due and outstanding loans at the Bank; (X) a person within his term of office or who is disqualified for life from being director and senior managers by the financial regulatory authorities;

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(XI) a person who breaches the honesty principle by providing false documents in fulfilling his duties; (XII) a person who has an obvious conflict of interest with duties of director or senior manager to be appointed; (XIII) a person whose act is in violation of social morality, causing bad influences; (XIV) a non-natural person; (XV) a person judged by the relevant competent authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling; (XVI) other persons banned from holding the position as stipulated by the law, administrative regulations, departmental rules, regulatory documents, relevant rules of the securities regulatory authorities in the place where the securities of the Bank are listed or other relevant regulatory authorities and the Articles. Any election, appointment or employment of directors, supervisors and senior managers in violation of this paragraph shall be invalid. The Bank shall dismiss any director, supervisor and senior manager if he is involved in the circumstances of this provision during his term of office.		(XI) a person who breaches the honesty principle by providing false documents in fulfilling his duties; (XII) a person who has an obvious conflict of interest with duties of director or senior manager to be appointed; (XIII) a person whose act is in violation of social morality, causing bad influences; (XIV) a non-natural person; (XV) a person judged by the relevant competent authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling; (XVI) other persons banned from holding the position as stipulated by the law, administrative regulations, departmental rules, regulatory documents, relevant rules of the securities regulatory authorities in the place where the securities of the Bank are listed or other relevant regulatory authorities and the Articles. Any election, appointment or employment of directors, ~~supervisors~~ and senior managers in violation of this paragraph shall be invalid. The Bank shall dismiss any director, ~~supervisor~~ and senior manager if he is involved in the circumstances of this provision during his term of office.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
–	Newly added	Article 241	Directors and senior management, who <u>have directly or indirectly entered into contracts or transactions with the Bank, shall report to the board of directors or the shareholders' meeting on matters relating to the entering into of such contracts or transactions and have such matters approved by resolution of the Board of Directors or the shareholders' meetings in accordance with the provisions of the Articles of Association.</u> <u>The preceding provision shall apply to contracts or transactions entered into with the Bank by close family members of the directors and senior management, enterprises directly or indirectly controlled by the directors, senior management or their close family members, as well as associates with whom the directors and senior management have other affiliations or relationships.</u>
–	Newly added	Article 242	<u>Directors and senior management shall not take advantage of their positions to seek business opportunities for themselves or others that are available to the company, unless otherwise under the circumstances:</u> <u>(I) reporting to the Board or the shareholders' meeting and obtaining approval through resolutions by the Board or the shareholders' meeting as stipulated in the Articles of Association;</u> <u>(II) where the Bank cannot make use of the business opportunity as stipulated by the provisions of laws, administrative regulations or the Articles of Association.</u>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 294	The common reserve fund of the Bank shall be applied to make up its losses, expand its business operations or increase its capital. The capital reserve fund, however, shall not be used to make up the Bank's losses.	Article 259	The common reserve fund of the Bank shall be applied to make up its losses, expand its business operations or increase its capital. <u>When using the common reserve fund to cover the loss of the Bank, the discretionary common reserve fund and statutory common reserve fund shall be used first; if the loss still cannot be covered, the capital reserve fund can be used in accordance with regulations</u> ~~The capital reserve fund, however, shall not be used to make up the Bank's losses.~~
Article 303	The person in charge of audit and the internal audit department of the Bank are accountable to the Board and the audit committee thereunder and accept guidance from the Board of Supervisors.	Article 268	The person in charge of audit and the internal audit department of the Bank are accountable to the Board and the audit committee thereunder ~~and accept guidance from the Board of Supervisors.~~
Article 318	The merger of the Bank may take the form of absorption or establishment of a new company. In the event the Bank undertakes a merger, parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the merger, and shall publish an announcement in a newspaper at least three times within 30 days.	Article 283	The merger of the Bank may take the form of absorption or establishment of a new company. In the event the Bank undertakes a merger, parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the merger, and shall publish an announcement in a newspaper <u>or the National Enterprise Credit Information Publicity System at least three times within 30 days.</u>

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 320	In the event the Bank is divided, its property shall be divided accordingly. In the event the Bank is divided, the parties to the division shall enter into a division agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the division, and shall publish an announcement in a newspaper at least three times within 30 days. The company established after the division shall assume the liability for the debts incurred by the Bank before the division in accordance with the agreement between the parties.	Article 285	In the event the Bank is divided, its property shall be divided accordingly. In the event the Bank is divided, the parties to the division shall enter into a division agreement, and shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days of adopting a resolution regarding the division, and shall publish an announcement in a newspaper <u>or the National Enterprise Credit Information Publicity System</u> ~~at least three times~~ within 30 days. The company established after the division shall assume the liability for the debts incurred by the Bank before the division in accordance with the agreement between the parties.
Article 325	The Bank shall be dissolved and liquidated according to laws in any of the following circumstances: (I) if the business term expires; (II) if the general meeting resolves to do so; (III) if a dissolution is necessary as a result of a merger or division of the Bank; (IV) if the Bank is legally declared bankrupt due to its failure to repay debts due; (V) if the Bank has been legally ordered to close down for violation of laws.	Article 290	The Bank shall be dissolved and liquidated according to laws in any of the following circumstances: (I) if the business term expires; (II) if the ~~general~~ <u>shareholders'</u> meeting resolves to do so; (III) if a dissolution is necessary as a result of a merger or division of the Bank; (IV) ~~if the Bank is legally declared bankrupt due to its failure to repay debts due~~ <u>if the business license has been revoked, the Bank has been ordered to close down or cancel according to laws;</u>

Existing Article No.	Existing Article	Revised Article No.	Revised Article
			(V) if the Bank has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters, shareholders holding 10% or more of the total voting rights of the bank may appeal to the People's Court for dissolution of the Company. If the Bank has any grounds for dissolution specified in the preceding paragraph, it shall publicize the grounds for dissolution through the National Enterprise Credit Information Publicity System within ten days if the Bank has been legally ordered to close down for violation of laws.
Article 326	If the Bank is dissolved in the circumstance set out in sub-paragraphs (I) and (II) of the preceding article in this section, a liquidation committee shall be set up within 15 days, and the members of the committee shall be decided by an ordinary resolution at a general meeting.	Article 291	If the Bank is dissolved in the circumstance set out in sub-paragraphs (I), ~~and (II)~~, (IV) and (V) of the preceding article in this section, it shall be liquidated. As the liquidation obligors of the Bank, the directors shall set up a liquidation committee ~~shall be set up~~ within 15 days <u>after the dissolution events occur</u>, and ~~the members of the committee~~ shall comprise directors or such members shall be decided by an ordinary resolution at a ~~general~~ shareholders' meeting.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	If the Bank is dissolved in the circumstance set out in sub-paragraph (III) of the preceding article in this section, liquidation shall be effected in accordance with the contracts concluded between the parties to the merger or division when the Company is merged or divided. If the Bank is dissolved in the circumstance set out in sub-paragraph (IV) of the preceding article in this section, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by the People's Court in accordance with relevant applicable laws to carry out the liquidation. If the Bank is dissolved in the circumstance set out in sub-paragraph (V) of the preceding article in this section, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by relevant competent authorities to carry out the liquidation.		<u>If a liquidation obligor fails to perform his/her liquidation obligations in a timely manner, thereby causing losses to the Bank or the creditors, such liquidation obligor shall be liable for compensation.</u> <u>The Bank shall be liquidated in accordance with the provisions of the paragraph 1 of this article. If a liquidation group is not established within the prescribed time limit or fails to carry out the liquidation after its establishment, the stakeholders may apply to the People's Court to designate the relevant personnel to form a liquidation group to conduct liquidation.</u> ~~If the Bank is dissolved in the circumstance set out in sub-paragraph (III) of the preceding article in this section, liquidation shall be effected in accordance with the contracts concluded between the parties to the merger or division when the Company is merged or divided.~~ ~~If the Bank is dissolved in the circumstance set out in sub-paragraph (IV) of the preceding article in this section, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by the People's Court in accordance with relevant applicable laws to carry out the liquidation.~~

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
			~~If the Bank is dissolved in the circumstance set out in sub-paragraph (V) of the preceding article in this section, a liquidation committee comprising shareholders, relevant departments and relevant professionals shall be established by relevant competent authorities to carry out the liquidation.~~
Article 328	During liquidation, the liquidation committee shall exercise the following functions and powers: (I) to inform creditors by notice or announcement; (II) to examine and take possession of the assets of the Bank and prepare a balance sheet and a property inventory; (III) to deal with the outstanding businesses of the Bank relating to liquidation; (IV) to settle outstanding tax payment; (V) to settle claims and debts; (VI) to dispose of the remaining assets of the Bank after repayment of debts; and (VII) to represent the Bank in civil proceedings.	Article 293	During liquidation, the liquidation committee shall exercise the following functions and powers: (I) to inform creditors by notice₂~~or~~ announcement; (II) to examine and take possession of the assets of the Bank and prepare a balance sheet and a property inventory; (III) to deal with the outstanding businesses of the Bank relating to liquidation; (IV) to settle outstanding tax payment <u>as well as taxes arising in the course of liquidation</u>; (V) to settle claims and debts; (VI) to <u>distribute</u>~~dispose~~ of the remaining assets of the Bank after repayment of debts; and (VII) to represent the Bank in civil proceedings.

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 329	The liquidation committee shall notify all creditors within 10 days after its establishment and shall make three announcements on at least one of the designated newspapers within 60 days.	Article 294	The liquidation committee shall notify all creditors within 10 days after its establishment and shall make ~~three~~ announcements on ~~at least one of the designated newspapers~~ or the <u>National Enterprise Credit Information Publicity System</u> within 60 days.
Article 330	A creditor shall claim his/her creditor's rights from the liquidation committee within the period specified in the Articles. During the period of the claim, the creditor shall explain all matters relevant to the creditor's rights he/she has claimed and provide relevant evidential documents. The liquidation committee shall register such creditor's rights.	Article 295	~~A creditor shall claim his/her creditor's rights from the liquidation committee within the period specified in the Articles.~~ <u>A creditor shall claim his/her creditor's rights from the liquidation committee within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement if they have not received the notice.</u> During the period of the claim, the creditor shall explain all matters relevant to the creditor's rights he/she has claimed and provide relevant evidential documents. The liquidation committee shall register such creditor's rights.
Article 331	After the liquidation committee has examined and taken possession of the assets of the Bank and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or the relevant competent authorities for confirmation.	Article 296	After the liquidation committee has examined and taken possession of the assets of the Bank and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the <u>general shareholders' meeting</u> or the ~~relevant competent authorities~~ <u>People's Court</u> for confirmation.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 333	In the event of liquidation due to dissolution of the Bank, after the liquidation committee has examined and taken possession of the assets of the Bank and prepared a balance sheet and a property inventory, if it believes that the Bank's assets are insufficient to repay its debts in full, it shall apply to the People's Court to declare the Bank bankrupt. Following a ruling by the People's Court that the Bank is bankrupt, the liquidation committee shall transfer to the People's Court all matters relating to the liquidation.	Article 298	~~In the event of liquidation due to dissolution of the Bank, a~~ After the liquidation committee has examined and taken possession of the assets of the Bank and prepared a balance sheet and a property inventory, if it believes that the Bank's assets are insufficient to repay its debts in full, it shall apply to the People's Court for <u>bankruptcy liquidation to declare the Bank bankrupt</u> . After the People's Court accepts the <u>bankruptcy application</u> ~~Following a ruling by the People's Court that the Bank is bankrupt~~ , the liquidation committee shall transfer to <u>the designated bankruptcy administrator of the People's Court</u> all matters relating to the liquidation.
Article 336	The members of the liquidation committee shall fulfil the liquidation obligation according to law, and shall not abuse their official powers to seek bribes or other unlawful gains or expropriate the Bank's property. Where any member of the liquidation committee causes any loss to the Bank or the creditors with will or serious negligence, the said member shall be liable for compensation.	Article 301	~~The members~~ <u>Members</u> of the liquidation committee ~~shall fulfil the liquidation obligation according to law~~ <u>shall perform their liquidation obligation and undertake the obligations of honesty and diligence,</u> ~~and shall not abuse their official powers to seek bribes or other unlawful gains or expropriate the Bank's property.~~ <u>If any member of the liquidation committee is negligent in performing liquidation obligation and causes losses to the Bank, he/she shall bear the liability for compensation;</u> ~~Where any member of the liquidation committee causes any loss to the Bank or the creditors with will or serious negligence, the said member shall be liable for compensation.~~
Article 347	Notice of the meeting of the Board of Supervisors of the Bank shall be served by hand or mail (including email), telephone, or otherwise as agreed by the Board of Supervisors.	–	Deleted

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 354	(I) Cumulative voting system refers to that when a general meeting elects a director or supervisor, the number of voting rights attached to each share is the same as the number of directors or supervisors to be elected, and that the voting rights held by a shareholder may be exercised collectively, i.e. the voting rights held by a shareholder are the product of his/her shares and the number of directors to be elected, and the shareholder may concentrate his/her voting rights on one director or supervisor candidate or distribute his/her voting rights among several director or supervisor candidates, and the general meeting determines which candidate is elected based on the voting result. (II) Controlling shareholders refer to, according to Article 216 of the Company Law of the People's Republic of China, those shareholders whose capital contribution accounts for more than 50% of the total capital of a limited liability company or whose shares account for more than 50% of the total shares of a joint stock company, and those shareholders who fail to meet the above requirements on capital contribution and shareholding but whose voting rights represented by their capital contribution or shareholding have a material influence on the resolutions of the board of shareholders and general meetings.	Article 318	(I) Cumulative voting system refers to that when a ~~general~~<u>shareholders'</u> meeting elects a director or supervisor, the number of voting rights attached to each share is the same as the number of directors or supervisors to be elected, and that the voting rights held by a shareholder may be exercised collectively, i.e. the voting rights held by a shareholder are the product of his/her shares and the number of directors to be elected, and the shareholder may concentrate his/her voting rights on one director or supervisor candidate or distribute his/her voting rights among several director or supervisor candidates, and the ~~general~~<u>shareholders'</u> meeting determines which candidate is elected based on the voting result. (II) Controlling shareholders refer to, according to Article 24<u>65</u> of the Company Law of the People's Republic of China, those shareholders whose capital contribution accounts for more than 50% of the total capital of a limited liability company or whose shares account for more than 50% of the total shares of a joint stock company, and those shareholders who ~~fail to meet the above requirements on~~ <u>account for less than 50% of</u> capital contribution and shareholding but whose voting rights represented by their capital contribution or shareholding have a material influence on the resolutions of the ~~board of shareholders~~ <u>board of shareholders and general shareholders'</u> meetings.

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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	Substantial shareholders refer to the shareholders who hold or control 5% or more shares or voting rights of the Bank or whose total capital or shareholding is less than 5% but have a major impact on the business operations of the Bank. The aforesaid “major impact” includes but is not limited to dispatching directors, supervisors or senior managers to the Bank, affecting the financial and business management decision-making of the Bank via agreements or by other means, and other circumstances identified by the banking regulatory authorities under the State Council or its local offices. A major shareholder refers to a shareholder of a banking or insurance institution, meeting one of the following conditions as stipulated in the third article of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial): 1. Holding more than 15% of the equity interest of an institution such as a large state-owned commercial bank, national joint-stock commercial bank, foreign – funded bank with legal person status, private bank, insurance institution, financial asset management company, financial leasing company, consumer finance company, and auto finance company;		Substantial shareholders refer to the shareholders who hold or control 5% or more shares or voting rights of the Bank or whose total capital or shareholding is less than 5% but have a major impact on the business operations of the Bank. The aforesaid “major impact” includes but is not limited to dispatching directors, supervisors or senior managers to the Bank, affecting the financial and business management decision-making of the Bank via agreements or by other means, and other circumstances identified by the banking regulatory authorities under the State Council or its local offices. A major shareholder refers to a shareholder of a banking or insurance institution, meeting one of the following conditions as stipulated in the third article of the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial): 1. Holding more than 15% of the equity interest of an institution such as a large state-owned commercial bank, national joint-stock commercial bank, foreign – funded bank with legal person status, private bank, insurance institution, financial asset management company, financial leasing company, consumer finance company, and auto finance company;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	2. Holding more than 10% of the equity interest of an institution such as a city commercial bank and rural commercial bank; 3. Actually holding the largest portion of the equity interest in a banking or insurance institution, with a shareholding of no less than 5% (including shareholders who hold the same number of shares); 4. Nominating two or more directors; 5. Exerting controlling influence on a banking or insurance institution's operation and management in the view of the board of the banking or insurance institution; 6. Other circumstances identified by the China Banking and Insurance Regulatory Commission (hereinafter referred to as the CBIRC) or its local offices. The shareholding of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. If the total shareholding meets the above requirements, the shareholder concerned is managed as a major shareholder.		2. Holding more than 10% of the equity interest of an institution such as a city commercial bank and rural commercial bank; 3. Actually holding the largest portion of the equity interest in a banking or insurance institution, with a shareholding of no less than 5% (including shareholders who hold the same number of shares); 4. Nominating two or more directors; 5. Exerting controlling influence on a banking or insurance institution's operation and management in the view of the board of the banking or insurance institution; 6. Other circumstances identified by the China Banking and Insurance Regulatory Commission (hereinafter referred to as the CBIRC) or its local offices. The shareholding of a shareholder and its related parties and persons acting in concert shall be calculated on a consolidated basis. If the total shareholding meets the above requirements, the shareholder concerned is managed as a major shareholder.

APPENDIX III	COMPARATIVE TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	Concerted action refers to the act or fact that an investor expands the amount of voting right of shares of a company that it can control jointly with other investors by way of agreement or other arrangements. Relevant investors agreeing to act in concert shall be persons acting in concert. Ultimate beneficiary refers to a person actually entitled to the return on the Bank's equity. (III) De facto controller refers to a person who, although is not a shareholder of the Bank, is capable of actually controlling the conduct of the Bank through investment relations, agreements or other arrangements according to Article 216 of the Company Law of the People's Republic of China. (IV) Related party relationship refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior managers of the Bank and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Bank. (V) The close relatives refer to the spouse, parents, adult children and siblings.		Concerted action refers to the act or fact that an investor expands the amount of voting right of shares of a company that it can control jointly with other investors by way of agreement or other arrangements. Relevant investors agreeing to act in concert shall be persons acting in concert. Ultimate beneficiary refers to a person actually entitled to the return on the Bank's equity. (III) De facto controller refers to a person who, although is not a shareholder of the Bank, is capable of actually controlling the conduct of the Bank through investment relations, agreements or other arrangements according to Article 246⁵ of the Company Law of the People's Republic of China. (IV) Related party relationship refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior managers of the Bank and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Bank. (V) The close relatives refer to the spouse, parents, adult children and siblings.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(VI) The other closely related family members refer to parents of the spouse, the spouse of children, the spouse of siblings, siblings of the spouse, and other family members who may be transferred, in addition to the spouse, parents, adult children and siblings. (VII) Significant investment refers to any single equity investment business or fixed asset purchase business subject to the approval by the general meeting or the Board with amount exceeding 10% of the net assets of the Bank at the end of the previous year; significant asset disposal refers to any single non-performing asset disposal and write-off business or any fixed asset disposal with amount exceeding 10% of the net assets of the Bank at the end of the previous year; significant equity change refers to the change of more than 5% equity of a single shareholder and related parties. (VIII) The on-site meeting refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants. (IX) Circulation of written resolution refers to a meeting method in which resolutions are made on proposals through separate delivery for deliberation or circulation for deliberation.		(VI) The other closely related family members refer to parents of the spouse, the spouse of children, the spouse of siblings, siblings of the spouse, and other family members who may be transferred, in addition to the spouse, parents, adult children and siblings. (VII) Significant investment refers to any single equity investment business or fixed asset purchase business subject to the approval by the <u>general shareholders'</u> meeting or the Board with amount exceeding 10% of the net assets of the Bank at the end of the previous year; significant asset disposal refers to any single non-performing asset disposal and write-off business or any fixed asset disposal with amount exceeding 10% of the net assets of the Bank at the end of the previous year; significant equity change refers to the change of more than 5% equity of a single shareholder and related parties. (VIII) The on-site meeting refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants. (IX) Circulation of written resolution refers to a meeting method in which resolutions are made on proposals through separate delivery for deliberation or circulation for deliberation.

**APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS
TO THE ARTICLES OF ASSOCIATION**

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 360	Appendixes to the Articles include terms of reference for general meetings, terms of reference for Board meetings and terms of reference for meetings of the Board of Supervisors.	Article 324	Appendixes to the Articles include terms of reference for ~~general~~ <u>shareholders'</u> meetings; <u>and</u> terms of reference for Board meetings ~~and terms of reference for meetings of the Board of Supervisors.~~

Note: The serial numbers of the cross-index in the full text of the articles of association have been adjusted accordingly. All expressions related to “general meeting” in the full text have been adjusted to “shareholders’ meeting”, and the relevant expressions of “Supervisor” and “Board of Supervisors” have been deleted. Except for the revision of the above-mentioned articles, the others of the articles of association remain unchanged.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 6	The general meeting shall be the authority of the Bank and shall exercise the following functions and powers according to laws: (I) determining the business guidelines and investment plans of the Bank; (II) electing and replacing non-employee representative directors and supervisors and determining the emoluments of directors and supervisors; (III) reviewing and approving the reports of the Board of Directors; (IV) reviewing and approving the reports of the Board of Supervisors; (V) reviewing and approving the annual report, annual financial budgets and financial accounts of the Bank; (VI) reviewing and approving profit distribution plans and loss recovery plans of the Bank; (VII) resolving on the increase or decrease in the registered capital of the Bank; (VIII) resolving on the issuance of bonds or other securities or the listing of the Bank; (IX) resolving on the merger, division, dissolution and liquidation or change in the corporate form of the Bank;	Article 6	The ~~general~~ shareholders' meeting shall be the authority of the Bank and shall exercise the following functions and powers according to laws: (I) determining the business guidelines and investment plans of the Bank; (II) electing and replacing non-employee representative directors ~~and supervisors~~ and determining the emoluments of directors ~~and supervisors~~; (III) reviewing and approving the reports of the Board of Directors; ~~(IV) reviewing and approving the reports of the Board of Supervisors;~~ (~~IV~~V) reviewing and approving the annual report, annual financial budgets and financial accounts of the Bank; (~~V~~VI) reviewing and approving profit distribution plans and loss recovery plans of the Bank; (~~VI~~VII) resolving on the increase or decrease in the registered capital of the Bank; (~~VII~~VIII) resolving on the issuance of bonds or other securities or the listing of the Bank; (~~VIII~~IX) resolving on the merger, division, dissolution and liquidation or change in the corporate form of the Bank;

**APPENDIX IV COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF
PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING**

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(X) amending the Articles; (XI) reviewing and approving the Board of Supervisors' evaluation on directors, the mutual evaluation reports of independent directors, the evaluation on supervisors by the Board of Supervisors and the mutual evaluation reports of external supervisors; (XII) reviewing and approving the plans for the equity incentive scheme; (XIII) reviewing and approving the proposals by the shareholders individually or jointly holding more than 3% of the total shares of the Bank; (XIV) reviewing and approving the Rules of Procedure of the Shareholders' general meeting, the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors of the Bank; (XV) reviewing and approving the Bank's equity investment business; (XVI) reviewing and approving the purchase or sale of major assets or guarantees by the Bank within one year; (XVII) reviewing and approving the Bank's guarantee businesses, such as external guarantee and letter of guarantee; (XVIII) reviewing and approving the Bank's fixed asset purchase business; (XIX) reviewing and approving the non-performing asset disposal and write-off of the Bank;		(~~IX~~) amending the Articles; (~~X~~) reviewing and approving the <u>audit committee</u> ~~Board of Supervisors'~~ evaluation on directors, the mutual evaluation reports of independent directors, ~~the evaluation on supervisors by the Board of Supervisors and the mutual evaluation reports of external supervisors;~~ (~~XI~~) reviewing and approving the plans for the equity incentive scheme; (~~XII~~) reviewing and approving the proposals by the shareholders individually or jointly holding more than <u>13</u>% of the total shares of the Bank; (~~XIII~~) reviewing and approving the Rules of Procedure of the Shareholders' <u>general</u> meeting ~~and~~; the Rules of Procedure of the Board of Directors ~~and the Rules of Procedure of the Board of Supervisors~~ of the Bank; (~~XIV~~) reviewing and approving the Bank's equity investment business; (~~XV~~) reviewing and approving the purchase or sale of major assets or guarantees by the Bank within one year; (~~XVI~~) reviewing and approving the Bank's guarantee businesses, such as external guarantee and letter of guarantee; (~~XVII~~) reviewing and approving the Bank's fixed asset purchase business;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(XX) reviewing and approving the Bank's asset mortgage business; (XXI) reviewing and approving the persons who should be recommended by our Bank and other matters (excluding equity investment) of controlled companies and associates of the Bank; (XXII) reviewing and approving matters relating to the changes in the use of proceeds from share offerings; (XXIII) resolving on the appointment or dismissal of accounting firms of the Bank that conduct regular statutory audit on the Bank's financial reports; (XXIV) reviewing the purchase of the Bank's shares by the Bank; (XXV) reviewing other issues which should be decided on by the general meeting as stipulated by the relevant laws, administrative regulations, other rules, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles and other internal rules.		(~~XXIII~~) reviewing and approving the non-performing asset disposal and write-off of the Bank; (~~XIX~~) reviewing and approving the Bank's asset mortgage business; (~~XXXX~~) reviewing and approving the persons who should be recommended by our Bank and other matters (excluding equity investment) of controlled companies and associates of the Bank; (XXII) reviewing and approving matters relating to the changes in the use of proceeds from share offerings; (XXIII) resolving on the appointment or dismissal of accounting firms of the Bank that conduct regular statutory audit on the Bank's financial reports; (XXIV) reviewing and approving the purchase of the Bank's shares by the Bank; (XXV) reviewing other issues which should be decided on by the <u>general shareholders'</u> meeting as stipulated by the relevant laws, administrative regulations, other rules, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles and other internal rules.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	The aforesaid matters within the powers of the Shareholders' general meeting shall be considered and approved by the Shareholders' general meeting. Provided that in necessary and lawful circumstances, the Shareholders' general meeting may authorize the Board to decide, unless the Company Law and the Code of Corporate Governance of Banking and Insurance Institutions stipulate that the powers of the Shareholders' general meeting shall not be delegated to the Board. The authorization shall be clear and specific in content. With regard to an authorization granted by a Shareholders' general meeting to the Board, if the matter should be approved by the Shareholders' general meeting via an ordinary resolution according to the Articles of Association, it shall be passed by votes representing two-thirds of the voting rights held by the Shareholders (including their proxies) present at the meeting; and if the matter should be approved by the Shareholders' general meeting via a special resolution according to the Articles of Association, it shall be passed by votes representing more than two-thirds of the voting rights held by the Shareholders (including their proxies) present at the meeting.		The aforesaid matters within the powers of the Shareholders' ~~general~~ meeting shall be considered and approved by the Shareholders' ~~general~~ meeting. Provided that in necessary and lawful circumstances, the Shareholders' ~~general~~ meeting may authorize the Board to decide, unless the Company Law and the Code of Corporate Governance of Banking and Insurance Institutions stipulate that the powers of the Shareholders' ~~general~~ meeting shall not be delegated to the Board. The authorization shall be clear and specific in content. With regard to an authorization granted by a Shareholders' ~~general~~ meeting to the Board, if the matter should be approved by the Shareholders' ~~general~~ meeting via an ordinary resolution according to the Articles of Association, it shall be passed by votes representing two-thirds of the voting rights held by the Shareholders (including their proxies) present at the meeting; and if the matter should be approved by the Shareholders' ~~general~~ meeting via a special resolution according to the Articles of Association, it shall be passed by votes representing more than two-thirds of the voting rights held by the Shareholders (including their proxies) present at the meeting.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 7	Shareholders' general meetings shall be convened by the Board. There are two types of Shareholders' general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six (6) months after the previous financial year end. The extraordinary general meeting shall be convened on an irregular basis. If the annual general meeting needs to be postponed for special reasons, a report shall be made to the banking regulatory authorities under the State Council at the location of the Bank and reasons for postponement shall be given. The Board shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following events: (I) the number of Directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association; (II) the outstanding loss of the Bank reaches one-third of the Bank's total paid-in share capital; (III) shareholders who individually or jointly hold above 10% of the voting shares of the Bank have requested to convene the meeting in writing; (IV) the Board deems it necessary to convene the meeting;	Article 7	Shareholders' ~~general~~ meetings shall be convened by the Board. There are two types of Shareholders' ~~general~~ meetings: annual ~~general~~shareholders' meetings and extraordinary ~~general~~shareholders' meetings. The annual ~~general~~shareholders' meeting shall be held once a year within six (6) months after the previous financial year end. The extraordinary ~~general~~shareholders' meeting shall be convened on an irregular basis. If the annual ~~general~~shareholders' meeting needs to be postponed for special reasons, a report shall be made to the banking regulatory authorities under the State Council at the location of the Bank and reasons for postponement shall be given. The Board shall convene an extraordinary ~~general~~shareholders' meeting within two months from the date of occurrence of any of the following events: (I) the number of Directors is less than the ~~minimum~~ number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association; (II) the outstanding loss of the Bank reaches one-third of the Bank's total ~~paid-in~~ share capital; (III) shareholders who individually or jointly hold above 10% of the ~~voting~~ shares of the Bank have requested to convene the meeting ~~in writing~~; (IV) the Board deems it necessary to convene the meeting;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(V) the Board of Supervisors proposes to convene the meeting; (VI) above half and no less than two of the independent directors propose to convene the meeting; (VII) the chairman of the Board or the president proposes to convene the meeting in special circumstances; (VIII) above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene); (IX) any other circumstances as stipulated by the laws, administrative regulations, other rules or the Articles of Association. Regarding the circumstance in sub-paragraph (II) above, the time limit for convening an extraordinary general meeting shall start from the date when the Bank knows about the occurrence of the circumstance. The amount of shareholding mentioned in sub-paragraph (III) above is calculated as on the day when the shareholders raise a request in written.		(V) the ~~Board of Supervisors~~ <u>audit committee</u> proposes to convene the meeting; (VI) above half and no less than two of the independent directors propose to convene the meeting; (VII) the chairman of the Board or the president proposes to convene the meeting in special circumstances; ~~(VIII) above half of the external supervisors propose to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);~~ <u>(VIII)</u>X any other circumstances as stipulated by the laws, administrative regulations, other rules or the Articles of Association. Regarding the circumstance in sub-paragraph (II) above, the time limit for convening an extraordinary <u>general shareholders'</u> meeting shall start from the date when the Bank knows about the occurrence of the circumstance. The amount of shareholding mentioned in sub-paragraph (III) above is calculated as on the day when the shareholders raise a request in written.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 8	The venue of general meetings of the Bank shall be the address of the Bank or other place specified in the notice of general meeting. A venue shall be set for general meetings of the Bank which shall be held onsite and in other ways permitted by other regulatory authorities. According to relevant regulatory requirements, the Bank may also provide network or any other means for its shareholders to conveniently participate in general meetings. Shareholders participating in the general meetings by any aforesaid means shall be deemed as having attended the meetings.	Article 8	The venue of ~~general~~ shareholders' meetings of the Bank shall be the address of the Bank or other place specified in the notice of ~~general~~ shareholders' meeting. A venue shall be set for ~~general~~ shareholders' meetings of the Bank which shall be held onsite and in other ways permitted by other regulatory authorities. According to relevant regulatory requirements, the Bank may also provide network or any other means for its shareholders to conveniently participate in ~~general~~ shareholders' meetings. <u>Where the Bank holds meetings via the Internet or other means, it shall ensure that participating shareholders are able to communicate and discuss in real time and vote through modern information technology means such as online voting platforms.</u> Shareholders participating in the ~~general~~ shareholders' meetings by any aforesaid means shall be deemed as having attended the meetings.
Article 9	The Board shall convene general meetings in compliance with laws, regulations, the Articles of Association and these Rules. If the Board is unable or fails to fulfil the obligation of convening general meetings, the Board of Supervisors shall convene and preside over such meetings. If the Board of Supervisors does not convene such meetings, the shareholders separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative.	Article 9	The Board shall convene ~~general~~ shareholders' meetings in compliance with laws, regulations, the Articles of Association and these Rules. If the Board is unable or fails to fulfil the obligation of convening ~~general~~ shareholders' meetings, the ~~Board of Supervisors~~ <u>audit committee</u> shall convene and preside over such meetings. If the ~~Board of Supervisors~~ <u>audit committee</u> does not convene such meetings, the shareholders separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 10	The Board of Supervisors shall have the right to propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting within 10 days after receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the Board of Supervisors is required. If the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the Board of Supervisors may convene and preside over the meeting by itself.	Article 10	~~The Board of Supervisors~~ <u>audit committee</u> shall have the right to propose to the Board to convene an extraordinary ~~general~~ <u>shareholders'</u> meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations and the Articles of Association, <u>convene the extraordinary shareholders' meeting within two months</u> ~~give a written reply on whether to convene the extraordinary general meeting within 10 days after receipt of the proposal.~~ ~~If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the Board of Supervisors is required.~~ ~~If the Board does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the Board of Supervisors may convene and preside over the meeting by itself.~~

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 11	Where shareholders individually or jointly holding more than 10% of shares with voting rights request the Board to convene an extraordinary general meeting, they shall put forward such request to the Board in writing and state the issues for discussion of the meeting. The amount of shareholding mentioned above is calculated as on the day when the shareholders make the request in writing. The Board shall convene an extraordinary or class meeting responsively after receipt of the aforesaid written request. If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may by themselves convene a meeting within 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes general meetings. Prior to the resolutions of general meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%. Where the shareholders convene a general meeting because the Board fails to convene the meeting pursuant to the aforesaid provisions, the reasonable fees incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting directors.	Article 11	Where shareholders individually or jointly holding more than 10% of shares with voting rights request the Board to convene an extraordinary ~~general~~ shareholders' meeting, they shall put forward such request to the Board in writing, <u>the Board shall make a decision as to whether or not to convene an extraordinary shareholders' meeting within ten days from the date of receipt of such request and shall reply to the shareholders in writing, and state the issues for discussion of the meeting. The amount of shareholding mentioned above is calculated as on the day when the shareholders make the request in writing. The Board shall convene an extraordinary or class meeting responsively after receipt of the aforesaid written request.</u> If the Board fails to issue a notice of meeting within 30 days after receipt of the aforesaid written request, the shareholders tendering the said request may by themselves convene a meeting within 4 months after the Board receives the said request, and the convening procedure shall to the extent possible be the same as the procedure by which the Board convenes general meetings. Prior to the resolutions of ~~shareholders' general~~ meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%. Where the shareholders convene a <u>shareholders' general</u> meeting because the Board fails to convene the meeting pursuant to the aforesaid provisions, the reasonable fees incurred shall be borne by the Bank and shall be deducted from the monies payable by the Bank to the defaulting directors.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 12	Failure of the Board of Supervisors to issue the notice of the general meeting or class meeting within the stipulated time shall be deemed as failure of the Board of Supervisors to convene and preside over a general meeting, the shareholders separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative. Where the Board of Supervisors or shareholders decide to convene a general meeting on its/their own initiative, it/they shall notify the Board in writing. Prior to the resolutions of general meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%.	Article 12	Failure of the ~~Board of Supervisors~~ <u>audit committee</u> to issue the notice of the ~~shareholders' general~~ meeting or class meeting within the stipulated time shall be deemed as failure of the ~~Board of Supervisors~~ <u>audit committee</u> to convene and preside over a ~~shareholders' general~~ meeting, the shareholders separately or aggregately holding more than 10% of the shares of the Bank for consecutively 90 days may convene and preside over such meetings on their own initiative. Where the ~~Board of Supervisors~~ <u>audit committee</u> or shareholders decide to convene a ~~shareholders' general~~ meeting on its/their own initiative, it/they shall notify the Board in writing. Prior to the resolutions of ~~shareholders' general~~ meeting, the shareholding ratio of the convening shareholders shall not be lower than 10%.
Article 13	With regard to the general meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation and provide a register of shareholders as of the shareholding registration date.	Article 13	With regard to the ~~shareholders' general~~ meeting convened by the ~~Board of Supervisors~~ <u>audit committee</u> or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation and provide a register of shareholders as of the shareholding registration date.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 14	The Bank shall bear the expenses in relation to the general meeting convened by the Board of Supervisors or shareholders on its/their own initiative. Shareholders convening a general meeting on their own initiative shall make resolutions according to laws. If the resolution they pass violates laws, administrative regulations, other rules and the Articles of Association or causes losses to the Bank, they shall bear corresponding liabilities.	Article 14	The Bank shall bear the expenses in relation to the <u>shareholders' general</u> meeting convened by the ~~Board of Supervisors~~ <u>audit committee</u> or shareholders on its/their own initiative. Shareholders convening a <u>shareholders' general</u> meeting on their own initiative shall make resolutions according to laws. If the resolution they pass violates laws, administrative regulations, other rules and the Articles of Association or causes losses to the Bank, they shall bear corresponding liabilities.
Article 16	Where the Bank convenes a general meeting, the Board, the Board of Supervisors, and shareholders individually or jointly holding more than 3% of the Bank's shares shall have the right to put forward proposals to the Bank in writing, and the Bank shall place the said proposals on the agenda of the said general meeting if the said proposal falls within the functions and powers of general meetings.	Article 16	Where the Bank convenes a <u>shareholders' general</u> meeting, the Board, the ~~Board of Supervisors~~ <u>audit committee</u> , and shareholders individually or jointly holding more than <u>13%</u> of the Bank's shares shall have the right to put forward proposals to the Bank in writing, and the Bank shall place the said proposals on the agenda of the said <u>shareholders' general</u> meeting if the said proposal falls within the functions and powers of <u>shareholders' general</u> meetings.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	Shareholder individually or jointly holding more than 3% of the Bank's shares may submit written provisional proposals to the convener 10 days before the general meeting. The convener shall serve a supplementary notice of general meeting within 2 days after receipt of the provisional proposals and announce the contents of the said provisional proposals. Other provisions under the listing rules of the stock exchange where the securities of the Bank are listed shall also be followed. Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of general meeting or add any new proposal after the said notice is served. Proposals not set out in the notice of general meeting or not complying with Article 15 of these Rules shall not be voted on or resolved at the general meeting.		Shareholder individually or jointly holding more than <u>13%</u> of the Bank's shares may submit written provisional proposals to the <u>Board</u>~~convener~~ 10 days before the <u>shareholders' general</u>~~general~~ meeting. The <u>Board</u>~~convener~~ shall serve a supplementary notice of <u>shareholders' general</u>~~general~~ meeting within 2 days after receipt of the provisional proposals, ~~and~~ announce the contents of the said provisional proposals, <u>and submit the provisional proposals to the shareholders' meeting for consideration, except for the cases where provisional proposal violates the provisions of laws, administrative regulations or the Articles of Association, or does not fall within the scope of the authority of the shareholders' meeting.</u> Other provisions under the listing rules of the stock exchange where the securities of the Bank are listed shall also be followed. Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of <u>shareholders' general</u>~~general~~ meeting or add any new proposal after the said notice is served. Proposals not set out in the notice of <u>shareholders' general</u>~~general~~ meeting or not complying with Article 15 of these Rules shall not be voted on or resolved at the <u>shareholders' general</u>~~general~~ meeting.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 20	Unless otherwise stipulated by the laws, regulations, the provisions of the relevant regulatory authorities as well as the Articles of Association, the notice of a general meeting shall be delivered by hand or prepaid mail to all shareholders (whether or not they are entitled to vote at the general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be in the form of an announcement. The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council between the 20 to 25 days interval prior to the date when the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meeting once the announcement is published.	Article 20	Unless otherwise stipulated by the laws, regulations, the provisions of the relevant regulatory authorities as well as the Articles of Association, the notice of a <u>shareholders' general</u> meeting shall be delivered ~~by hand or prepaid mail~~ to all shareholders (whether or not they are entitled to vote at the <u>shareholders' general</u> meeting). ~~The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a general meeting may also be in the form of an announcement.~~ <u>For holders of domestic shares, the</u> announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authorities under the State Council between the 20 to 25 days interval prior to the date when the meeting is convened. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meeting once the announcement is published.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 24	The method and procedure for nominating Directors and Supervisors of the Bank are: (I) Regarding Directors and Supervisors elected and replaced at the Shareholders' general meeting, the preceding Board and the Board of Supervisors may respectively nominate candidates for Directors and Supervisors according to the number of Directors and Supervisors to be elected to the extent of the number specified by the Articles of Association; Shareholders individually or jointly holding above 3% of the Bank's total shares in issue with voting rights may nominate candidates for Directors or Supervisors to the Board, Board of Supervisors or other convenor of the Shareholders' general meeting, and the nomination and remuneration committee of the Board shall have the right to nominate candidates for non-independent Directors, but the number of nominees shall comply with the Articles of Association and shall not exceed the number of Directors or Supervisors to be elected. Candidates for employee Directors (Supervisors) shall be elected through democratic election at the employee representative meeting of the Bank.	Article 24	The method and procedure for nominating Directors ~~and Supervisors~~ of the Bank are: (I) Regarding Directors ~~and Supervisors~~ elected and replaced at the Shareholders' ~~general~~ meeting, the preceding Board ~~and the Board of Supervisors~~ may ~~respectively~~ nominate candidates for Directors ~~and Supervisors~~ according to the number of Directors ~~and Supervisors~~ to be elected to the extent of the number specified by the Articles of Association; Shareholders individually or jointly holding above 3% of the Bank's total shares in issue with voting rights <u>and the nomination and remuneration committee under the Board shall have the right to may</u> nominate candidates for <u>non-independent Directors; or Supervisors to the Board, Board of Supervisors or other convenor of the Shareholders' general meeting;</u> Shareholders individually or <u>jointly holding above 1% of the Bank's total shares in issue with voting rights, the board of directors, and the nomination and remuneration committee</u> ~~of under the Board and audit committee~~ <u>under the Board</u> shall have the right to nominate candidates for ~~non-independent~~ Directors, but the number of nominees shall comply with the Articles of Association and shall not exceed the number of Directors ~~or Supervisors~~ to be elected.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(II) The nomination and remuneration committee of the Board and the nomination committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the Director or Supervisor candidates, and submit the qualified candidates to the Board or the Board of Supervisors for consideration. Upon approval by the Board or the Board of Supervisors, the resume and basic information of the Director or Supervisor candidates shall be submitted as a written proposal to the Shareholders' general meeting. (III) The Director or Supervisor candidates shall prior to the Shareholders' general meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfil the duties as Director or Supervisor if elected. (IV) In the event of a temporary vacancy of Director or Supervisor, the Board or the Board of Supervisors shall propose a list of Director or Supervisor candidates for the Shareholders' general meeting to elect or replace.		Candidates for employee Directors (~~Supervisors~~) shall be elected through democratic election at the employee representative meeting of the Bank. (II) The nomination and remuneration committee ~~of under the Board and the nomination committee of the Board of Supervisors~~ shall make preliminary examination on the qualifications and conditions of the Director ~~or Supervisor~~ candidates, and submit the qualified candidates to the Board ~~or the Board of Supervisors~~ for consideration. Upon approval by the Board ~~or the Board of Supervisors~~, the resume and basic information of the Director ~~or Supervisor~~ candidates shall be submitted as a written proposal to the Shareholders' ~~general~~ meeting. (III) The Director ~~or Supervisor~~ candidates shall prior to the Shareholders' ~~general~~ meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfil the duties as Director ~~or Supervisor~~ if elected. (IV) In the event of a temporary vacancy of Director ~~or Supervisor~~, the Board ~~or the Board of Supervisors~~ shall propose a list of Director ~~or Supervisor~~ candidates for the Shareholders' ~~general~~ meeting to elect or replace.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	An independent director candidate shall be nominated by shareholder(s) individually or jointly holding more than 1% of the total number of voting shares issued by the Bank, the Board, the nomination and remuneration committee of the Board and the Board of Supervisors of the Bank, and shall be elected by the general meeting. A Shareholder and connected Shareholder may only nominate either one candidate for independent Director or one candidate for external Supervisor at one time. Shareholders who have nominated candidates for non-independent Directors and his/her connected parties shall not nominate candidates for independent Directors.		~~An independent director candidate shall be nominated by shareholder(s) individually or jointly holding more than 1% of the total number of voting shares issued by the Bank, the Board, the nomination and remuneration committee of the Board and the Board of Supervisors of the Bank, and shall be elected by the general meeting.~~ ~~A Shareholder and connected Shareholder may only nominate either one candidate for independent Director or one candidate for external Supervisor at one time. Shareholders who have nominated candidates for non-independent Directors and his/her connected parties shall not nominate candidates for independent Directors.~~

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 25	A Shareholder or his/her connected party shall not nominate candidates for Directors and Supervisors to the Shareholders' general meeting at the same time. Where a candidate for Director (Supervisor) nominated by a Shareholder or his/her connected party is approved to sit on the Board or the Board of Supervisors, the Shareholder or his/her connected party shall not nominate any candidate for Director (Supervisor) until the term of office of the said Director (Supervisor) expires. Generally, the number of candidates for Directors or Supervisors nominated by a Shareholder or his/her connected party shall not exceed one third of the number of members of the Board or the Board of Supervisors; the nomination committee of the Board of Directors shall avoid being influenced by Shareholders and exercise the right to nominate Directors independently and prudently, except as otherwise prescribed by laws, administrative regulations, departmental rules, listing rules of the stock exchange where our securities are listed. If the election of Directors or Supervisors is proposed to be discussed at a Shareholders' general meeting, the notice of such meeting shall adequately disclose the detailed information of the Director or Supervisor candidates, which shall at least include: (I) personal particulars, including educational background, work experience, and concurrent positions;	Article 25	The Shareholder that has nominated <u>non-independent Directors</u> and his/her <u>related parties</u> shall not nominate <u>independent Directors</u>. ~~A Shareholder or his/her connected party shall not nominate candidates for Directors and Supervisors to the Shareholders' general meeting at the same time.~~ Where a candidate for Director ~~(Supervisor)~~ nominated by a Shareholder or his/her connected party is approved to sit on the Board ~~or the Board of Supervisors~~, the Shareholder or his/her connected party shall not nominate any candidate for Director ~~(Supervisor)~~ until the term of office of the said Director ~~(Supervisor)~~ expires. Generally, the number of candidates for Directors ~~or Supervisors~~ nominated by a Shareholder or his/her connected party shall not exceed one third of the number of members of the Board ~~or the Board of Supervisors~~; the <u>nomination and remuneration</u> committee ~~of~~ <u>under</u> the Board of Directors shall avoid being influenced by Shareholders and exercise the right to nominate Directors independently and prudently, except as otherwise prescribed by laws, administrative regulations, departmental rules, listing rules of the stock exchange where our securities are listed. If the election of Directors ~~or Supervisors~~ is proposed to be discussed at a Shareholders' <u>general</u> meeting, the notice of such meeting shall adequately disclose the detailed information of the Director ~~or Supervisor~~ candidates, which shall at least include: (I) personal particulars, including educational background, work experience, and concurrent positions;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(II) whether he/she has any connected relation with the Bank, its Controlling Shareholders and actual controllers; (III) the number of shares of the Bank he/she holds; (IV) whether he/she has been punished by the financial regulatory authority of the state and any other relevant authorities or reprimanded by the stock exchange; (V) information that shall be disclosed according to Hong Kong Listing Rules. Subject to relevant laws, regulations and the Hong Kong Listing Rules, the Board shall disclose the particulars of Director candidates to Shareholders a month prior to the Shareholders' general meeting to ensure that the Shareholders are adequately informed of the candidates in voting. Unless a Director or Supervisor is elected via the cumulative voting system, each Director or Supervisor candidate shall be proposed via a single proposal.		(II) whether he/she has any connected relation with the Bank, its Controlling Shareholders and actual controllers; (III) the number of shares of the Bank he/she holds; (IV) whether he/she has been punished by the financial regulatory authority of the state and any other relevant authorities or reprimanded by the stock exchange; (V) information that shall be disclosed according to Hong Kong Listing Rules. Subject to relevant laws, regulations and the Hong Kong Listing Rules, the Board shall disclose the particulars of Director candidates to Shareholders a month prior to the Shareholders' ~~general~~ meeting to ensure that the Shareholders are adequately informed of the candidates in voting. Unless a Director ~~or Supervisor~~ is elected via the cumulative voting system, each Director ~~or Supervisor~~ candidate shall be proposed via a single proposal.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 28	All shareholders in the register of shareholders or proxies thereof shall be entitled to attend general meetings and exercise their voting rights pursuant to relevant laws, administrative regulations and the Articles of Association. The shareholders may either attend the general meetings in person or appoint their proxies to attend and vote on his behalf.	Article 28	All shareholders in the register of shareholders or proxies thereof shall be entitled to attend ~~general~~ <u>shareholders'</u> meetings and exercise their voting rights pursuant to relevant laws, administrative regulations and the Articles of Association. The shareholders may either attend the ~~general~~ <u>shareholders'</u> meetings in person or appoint their proxies to attend and vote on his behalf. <u>A shareholder that appoints a proxy to attend a shareholders' meeting shall specify the matters in which the proxy will act, the authority, and the period. The proxy shall present a shareholder's proxy form to the Bank, and exercise the voting rights within the scope of the proxy form.</u>
Article 37	General meetings shall be convened by the Board and presided over by the chairman of the Board. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to preside over the meeting on his behalf or a director shall be jointly elected by more than half of the directors to preside over the meeting. If no presider is appointed, the attending shareholders may elect a person to preside over the meeting. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof) holding the most voting shares thereat shall preside over the meeting.	Article 37	~~General~~ <u>Shareholders'</u> meetings shall be convened by the Board and presided over by the chairman of the Board. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to preside over the meeting on his behalf or a director shall be jointly elected by more than half of the directors to preside over the meeting. If no presider is appointed, the attending shareholders may elect a person to preside over the meeting. If for any reason, the shareholders fail to elect a presider, the shareholder (including proxy thereof) holding the most voting shares thereat shall preside over the meeting.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	A general meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is unable or fails to perform his duties, more than half of the supervisors shall jointly elect a supervisor to perform relevant duties. At a general meeting convened by the shareholders themselves, the convener in line with the Articles of Association and these Rules shall organize the shareholders to elect a representative presider. When a general meeting is held and the presider violates these Rules which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.		A ~~general~~—shareholders' meeting convened by the ~~Board of Supervisors~~ <u>audit committee</u> itself shall be presided over by the chairman of the ~~Board of Supervisors~~ <u>audit committee</u>. Where the chairman of the ~~Board of Supervisors~~ <u>audit committee</u> is unable or fails to perform his duties, more than half of the <u>members of the audit committee</u> ~~supervisors~~ shall jointly elect a <u>member of the audit committee</u> ~~supervisor~~ to perform relevant duties. At a ~~general~~—shareholders' meeting convened by the shareholders themselves, the convener in line with the Articles of Association and these Rules shall organize the shareholders to elect a representative presider. When a ~~general~~—shareholders' meeting is held and the presider violates these Rules which makes it difficult for the ~~general~~—shareholders' meeting to continue, a person may be elected at the ~~general~~—shareholders' meeting to act as the presider, subject to the approval of more than half of the attending shareholders having the voting rights.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 38	The Board of Directors and the Board of Supervisors shall report their work in the previous year at the annual general meeting. Every independent director shall also make his work reports.	Article 38	The Board of Directors ~~and the Board of Supervisors~~ shall report their work in the previous year at the annual <u>generalshareholders'</u> meeting. Every independent director shall also make his work reports.
Article 43	List of Director or Supervisor candidates shall be submitted by way of proposal to the Shareholders' general meeting for voting. A cumulative voting system may be adopted for the election of Directors and Supervisors at the Shareholders' general meeting pursuant to the provisions of the Articles of Association or a resolution of the Shareholders' general meeting. The cumulative voting system mentioned in the preceding paragraph refers to that each share shall be entitled to the number of votes equivalent to the number of Directors or Supervisors to be elected at the Shareholders' general meeting, and Shareholders may consolidate their votes for one or more Directors or Supervisors when casting a vote.	Article 43	List of Director ~~or Supervisor~~ candidates shall be submitted by way of proposal to the Shareholders' ~~general~~ meeting for voting. A cumulative voting system may be adopted for the election of Directors ~~and Supervisors~~ at the Shareholders' ~~general~~ meeting pursuant to the provisions of the Articles of Association or a resolution of the Shareholders' ~~general~~ meeting. The cumulative voting system mentioned in the preceding paragraph refers to that each share shall be entitled to the number of votes equivalent to the number of Directors ~~or Supervisors~~ to be elected at the Shareholders' ~~general~~ meeting, and Shareholders may consolidate their votes for one or more Directors or Supervisors when casting a vote.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	The specific implementation measures are as follows: (I) Methods for calculating the number of cumulative votes held by Shareholders 1. The Bank's Directors and Supervisors shall be elected via separate voting. The specific operations are as follows: For the election of Directors, the number of cumulative votes held by Shareholders attending the Shareholders' general meeting shall be equal to the total number of shares held by the Shareholders multiplied by the number of Directors to be elected at the Shareholders' general meeting, and such votes must be only cast to Director candidates at the Shareholders' general meeting; for the election of Supervisors, the number of cumulative votes held by Shareholders attending the Shareholders' general meeting shall be equal to the total number of shares held by the Shareholders multiplied by the number of Supervisors to be elected at the Shareholders' general meeting, and such votes must be only cast to Supervisor candidates who are Shareholders at the Shareholders' general meeting. 2. In case of multi-round elections at the Shareholders' general meeting, the number of cumulative votes to be cast by Shareholders shall be re-calculated based on the number of Directors or Supervisors to be elected in each round.		The specific implementation measures are as follows: (I) Methods for calculating the number of cumulative votes held by Shareholders 1. ~~The Bank's Directors and Supervisors shall be elected via separate voting. The specific operations are as follows:~~ For the election of <u>the Bank's</u> Directors, the number of cumulative votes held by Shareholders attending the Shareholders' ~~general~~ meeting shall be equal to the total number of shares held by the Shareholders multiplied by the number of Directors to be elected at the Shareholders' ~~general~~ meeting, and such votes must be only cast to Director candidates at the Shareholders' ~~general~~ meeting; ~~for the election of Supervisors, the number of cumulative votes held by Shareholders attending the Shareholders' general meeting shall be equal to the total number of shares held by the Shareholders multiplied by the number of Supervisors to be elected at the Shareholders' general meeting, and such votes must be only cast to Supervisor candidates who are Shareholders at the Shareholders' general meeting.~~ 2. In case of multi-round elections at the Shareholders' ~~general~~ meeting, the number of cumulative votes to be cast by Shareholders shall be re-calculated based on the number of Directors ~~or Supervisors~~ to be elected in each round.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	3. The presider shall announce the number of cumulative votes to be cast by each Shareholder prior to each round of cumulative voting and any Shareholder, the Bank's Directors, Supervisors, monitoring officer or witnessing lawyer of this Shareholders' general meeting shall immediately check the number of cumulative votes if they have objections regarding the results. (II) Confirmation of votes cast by Shareholders 1. The number of Director or Supervisor candidates to whom a Shareholder attending the Shareholders' general meeting cast votes shall not exceed the number of candidates at the Shareholders' general meeting. Otherwise, all votes cast by the Shareholder shall be invalid and the Shareholder shall be deemed as having abstained from voting. 2. The number of rights represented by the votes cast by a Shareholder attending the Shareholders' general meeting shall not exceed the number of voting rights the said Shareholder actually holds. If the number of votes cast by the Shareholder exceeds the number of votes the Shareholder actually holds, there may be the following two circumstances: (1) If the votes held by the Shareholder are only cast to a candidate, the number of votes the Shareholder actually holds shall prevail;		3. The presider shall announce the number of cumulative votes to be cast by each Shareholder prior to each round of cumulative voting and any Shareholder, the Bank's Directors, Supervisors, monitoring officer or witnessing lawyer of this Shareholders' ~~general~~ meeting shall immediately check the number of cumulative votes if they have objections regarding the results. (II) Confirmation of votes cast by Shareholders 1. The number of Director or Supervisor candidates to whom a Shareholder attending the Shareholders' ~~general~~ meeting cast votes shall not exceed the number of candidates at the Shareholders' ~~general~~ meeting. Otherwise, all votes cast by the Shareholder shall be invalid and the Shareholder shall be deemed as having abstained from voting. 2. The number of rights represented by the votes cast by a Shareholder attending the Shareholders' ~~general~~ meeting shall not exceed the number of voting rights the said Shareholder actually holds. If the number of votes cast by the Shareholder exceeds the number of votes the Shareholder actually holds, there may be the following two circumstances: (1) If the votes held by the Shareholder are only cast to a candidate, the number of votes the Shareholder actually holds shall prevail;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(2) If the votes held by the Shareholder are cast to several candidates, all votes cast by the Shareholder shall be invalid and the Shareholder shall be deemed as having abstained from voting. (III) Confirmation of voting results 1. Non-competitive election (1) Where the number of approval votes for all candidates exceeds two thirds of the valid votes (non-cumulative votes) held by the Shareholders present at the Shareholders' general meeting, all candidates shall be elected; (2) If the number of candidates winning the election is smaller than the number of Directors or Supervisors to be elected, a second round of election shall be run for the candidates failing the election; (3) If the above mentioned requirements are still not met after the second round of election, another Shareholders' general meeting shall be held within two months after conclusion of this Shareholders' general meeting to elect the deficient Directors or Supervisors. 2. Competitive election (1) If the number of candidates who win votes more than two thirds of the valid votes (non-cumulative votes) held by the Shareholders present at the Shareholders' general meeting is equal to or smaller than the number of candidates to be elected, such candidates shall be elected;		(2) If the votes held by the Shareholder are cast to several candidates, all votes cast by the Shareholder shall be invalid and the Shareholder shall be deemed as having abstained from voting. (III) Confirmation of voting results 1. Non-competitive election (1) Where the number of approval votes for all candidates exceeds two thirds of the valid votes (non-cumulative votes) held by the Shareholders present at the Shareholders' ~~general~~—meeting, all candidates shall be elected; (2) If the number of candidates winning the election is smaller than the number of Directors ~~or Supervisors~~ to be elected, a second round of election shall be run for the candidates failing the election; (3) If the above mentioned requirements are still not met after the second round of election, another Shareholders' ~~general~~—meeting shall be held within two months after conclusion of this Shareholders' ~~general~~—meeting to elect the deficient Directors ~~or Supervisors~~. 2. Competitive election (1) If the number of candidates who win votes more than two thirds of the valid votes (non-cumulative votes) held by the Shareholders present at the Shareholders' ~~general~~—meeting is equal to or smaller than the number of candidates to be elected, such candidates shall be elected;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(2) If the number of candidates who win votes more than two thirds of the valid votes (non-cumulative votes) held by the Shareholders present at the Shareholders' general meeting is larger than the number of candidates to be elected, votes shall be sorted and the candidates with more votes shall be elected; (3) If two or more candidates have the same number of votes and it is unable to determine who is successfully elected, then a second round of election shall be held for such candidates. If the number of candidates winning the election is smaller than the number of candidates to be elected, a second round of election shall be run for the candidates failing the election; (4) If the winning candidate cannot be determined after the second round of election, then another election shall be held at the next Shareholders' general meeting. If the resulting number of Board members is less than two thirds of the number specified in the Articles of Association, another Shareholders' general meeting shall be held within two months after conclusion of this Shareholders' general meeting.		(2) If the number of candidates who win votes more than two thirds of the valid votes (non-cumulative votes) held by the Shareholders present at the Shareholders' ~~general~~-meeting is larger than the number of candidates to be elected, votes shall be sorted and the candidates with more votes shall be elected; (3) If two or more candidates have the same number of votes and it is unable to determine who is successfully elected, then a second round of election shall be held for such candidates. If the number of candidates winning the election is smaller than the number of candidates to be elected, a second round of election shall be run for the candidates failing the election; (4) If the winning candidate cannot be determined after the second round of election, then another election shall be held at the next Shareholders' ~~general~~ meeting. If the resulting number of Board members is less than two thirds of the number specified in the Articles of Association, another Shareholders' ~~general~~-meeting shall be held within two months after conclusion of this Shareholders' ~~general~~-meeting.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 51	When proposals are voted on at the Shareholders' general meeting, two Shareholder representatives shall be appointed to count, and monitor counting of, the votes. Where any Shareholder has interests in any issue considered, the said Shareholder or proxy thereof shall not participate in counting and monitoring of votes. When proposals are voted on at a Shareholders' general meeting, a lawyer, at least two Shareholder representatives and Supervisor representatives and other relevant persons appointed according to the Hong Kong Listing Rules shall be jointly responsible for the counting and monitoring of the votes in accordance with relevant provisions of the Hong Kong Listing Rules, announce the voting results on the spot, and determine whether a resolution has been passed pursuant to the voting result. The voting result shall be recorded in the minutes of the meeting. If a Shareholders' general meeting is held onsite, Shareholders attending the Shareholders' general meeting or proxies thereof shall vote on the proposals upon announcement by the presider within three hours, otherwise, they shall be deemed as having abstained from voting. The Bank's Shareholders or proxies thereof voting over the network or otherwise shall have the right to check their voting results via the corresponding voting system.	Article 51	When proposals are voted on at the Shareholders' ~~general~~—meeting, two Shareholder representatives shall be appointed to count, and monitor counting of, the votes. Where any Shareholder has interests in any issue considered, the said Shareholder or proxy thereof shall not participate in counting and monitoring of votes. When proposals are voted on at a Shareholders' ~~general~~—meeting, a lawyer, at least two Shareholder representatives ~~and Supervisor representatives~~ and other relevant persons appointed according to the Hong Kong Listing Rules shall be jointly responsible for the counting and monitoring of the votes in accordance with relevant provisions of the Hong Kong Listing Rules, announce the voting results on the spot, and determine whether a resolution has been passed pursuant to the voting result. The voting result shall be recorded in the minutes of the meeting. If a Shareholders' ~~general~~—meeting is held onsite, Shareholders attending the Shareholders' ~~general~~—meeting or proxies thereof shall vote on the proposals upon announcement by the presider within three hours, otherwise, they shall be deemed as having abstained from voting. The Bank's Shareholders or proxies thereof voting over the network or otherwise shall have the right to check their voting results via the corresponding voting system.

APPENDIX IV	COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING
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Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 58	The following issues shall be approved by ordinary resolutions at a general meeting: (I) the business guidelines of the Bank; (II) work reports of the Board of Directors and the Board of Supervisors; (III) profit distribution plans and loss recovery plans formulated by the Board; (IV) annual reports, annual budgets, final accounting reports of the Bank; (V) report of evaluation by the Board of Supervisors on the directors and by the independent Directors on each other; (VI) report of evaluation by the Board of Supervisors on the supervisors and by the external supervisors on each other; (VII) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount not exceeding 10% of the latest audited net assets of the Bank; (VIII) the Bank's equity investment business; (IX) the persons who should be recommended by the Bank and other issues (excluding equity investment) of controlled companies and associates of the Bank; (X) issues relating to the changes in the use of raised funds;	Article 58	The following issues shall be approved by ordinary resolutions at a <u>shareholders'</u>~~general~~ meeting: (I) the business guidelines of the Bank; (II) work reports of the Board of Directors ~~and the Board of Supervisors~~; (III) profit distribution plans and loss recovery plans formulated by the Board; (IV) annual reports, annual budgets, final accounting reports of the Bank; (V) report of evaluation by the <u>audit committee</u>~~Board of Supervisors~~ on the directors and by the independent Directors on each other; ~~(VI) report of evaluation by the Board of Supervisors on the supervisors and by the external supervisors on each other;~~ ~~(VIIVH)~~ the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount not exceeding 10% of the latest audited net assets of the Bank; ~~(VIIIVH)~~ the Bank's equity investment business; ~~(VIIIIX)~~ the persons who should be recommended by the Bank and other issues (excluding equity investment) of controlled companies and associates of the Bank; ~~(IXX)~~ issues relating to the changes in the use of raised funds;

APPENDIX IV	COMPARATIVE TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURE OF THE SHAREHOLDERS' GENERAL MEETING
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Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(XI) resolutions on the appointment or dismissal of the accounting firm providing regular and statutory audits on the financial reports of the Bank; (XII) other issues than those that should be passed by special resolutions pursuant to laws, administrative regulations or the Articles.		(~~XXI~~) resolutions on the appointment or dismissal of the accounting firm providing regular and statutory audits on the financial reports of the Bank; (~~XIXH~~) other issues than those that should be passed by special resolutions pursuant to laws, administrative regulations or the Articles.
Article 59	The following issues shall be approved by special resolutions at a general meeting: (I) an increase or reduction in the registered capital of the Bank, and the issuance of bonds or other securities or listing of the Bank; (II) the investment plans of the Bank; (III) the division, merger, dissolution and liquidation or change in the corporate form of the Bank; (IV) amendments to the Articles of Association, these Rules and the Rules of Procedure of the Board of Directors and the Rules of Procedure of the Board of Supervisors; (V) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 10% of the latest audited net assets of the Bank; (VI) reviewing and approving the Bank's guarantee businesses, such as external guarantee and letter of guarantee; (VII) reviewing and approving the Bank's fixed asset purchase business;	Article 59	The following issues shall be approved by special resolutions at a <u>general shareholders'</u> meeting: (I) an increase or reduction in the registered capital of the Bank, and the issuance of bonds or other securities or listing of the Bank; (II) the investment plans of the Bank; (III) the division, merger, dissolution and liquidation or change in the corporate form of the Bank; (IV) amendments to the Articles of Association, these Rules and the Rules of Procedure of the Board of Directors ~~and the Rules of Procedure of the Board of Supervisors~~; (V) the Bank's purchase or sale of major assets or provision of guarantee within one year with the transaction amount exceeding 10% of the latest audited net assets of the Bank; (VI) reviewing and approving the Bank's guarantee businesses, such as external guarantee and letter of guarantee; (VII) reviewing and approving the Bank's fixed asset purchase business;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(VIII) reviewing and approving the non-performing asset disposal and write-off of the Bank; (IX) reviewing and approving the Bank's asset mortgage business; (X) the Bank's buyback of its shares; (XI) the plans for the equity incentive scheme; (XII) appointment and removal of the members of the Board and the Board of Supervisors (save as otherwise stipulated in Article 155 of the Articles of Association), and their remunerations; (XIII) any other matters as required by the laws, regulations, regulatory documents, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the locality in which the securities of the Bank are listed or the Articles of Association, and confirmed by the Shareholders' general meeting by an ordinary resolution that they may have a material effect on the Bank and should be adopted by a special resolution.		(VIII) reviewing and approving the non-performing asset disposal and write-off of the Bank; (IX) reviewing and approving the Bank's asset mortgage business; (X) the Bank's buyback of its shares; (XI) the plans for the equity incentive scheme; (XII) appointment and removal of the members of the Board and the Board of Supervisors (save as otherwise stipulated in Article 155⁴ of the Articles of Association), and their remunerations; (XIII) any other matters as required by the laws, regulations, regulatory documents, Hong Kong Listing Rules, provisions of the securities regulatory authorities in the locality in which the securities of the Bank are listed or the Articles of Association, and confirmed by the Shareholders' general meeting by an ordinary resolution that they may have a material effect on the Bank and should be adopted by a special resolution.
Article 63	Where a proposal on election of directors or supervisors is passed at the general meeting, the directors elected shall take office on the date of obtaining the approval from the banking regulatory authorities under the State Council, and the supervisors elected shall take office on the date of adoption of such proposal at the general meeting.	Article 63	Where a proposal on election of directors or supervisors is passed at the ~~general~~ <u>shareholders'</u> meeting, the directors elected shall take office on the date of obtaining the approval from the banking regulatory authorities under the State Council, ~~and the supervisors elected shall take office on the date of adoption of such proposal at the general meeting.~~

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 65	If any resolution of the general meeting or the Board of the Bank runs counter to the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution. If the meeting convening procedure and voting method of the general meeting or Board meeting run counter to the laws and administrative regulations, the Articles of Association or these Rules or if the content of any resolution runs counter to the Articles of Association or these Rules, the shareholders shall have the right to request the people's court to cancel the said procedure, method or resolution within 60 days after adoption of the resolution.	Article 65	If any resolution of the ~~general~~ <u>shareholders' meeting</u> or the Board of the Bank runs counter to the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution. If the meeting convening procedure and voting method of the ~~general~~ <u>shareholders' meeting</u> or Board meeting run counter to the laws and administrative regulations, the Articles of Association or these Rules or if the content of any resolution runs counter to the Articles of Association or these Rules, the shareholders shall have the right to request the people's court to cancel the said procedure, method or resolution within 60 days after adoption of the resolution. <u>However, this does not apply in the event that the convening of a shareholders' meeting or Board meeting or any voting procedure in such meetings has minor flaws only which have no substantial impact on any resolution.</u> <u>Shareholders who have not been notified to attend the shareholders' meeting may apply to the people's court for revocation within sixty days from the date they knew or should have known of the passing of the resolution of the shareholders' meeting; if the right to revoke is not exercised within one year from the date the resolution is made, the right to revoke shall be extinguished.</u>

Note: The serial numbers of the cross-index in the full text have been adjusted accordingly. All expressions related to “general meeting” in the full text have been adjusted to “shareholders’ meeting”, and the relevant expressions of “Supervisor” and “Board of Supervisors” have been deleted. Except for the revision of the above-mentioned articles, the others remain unchanged.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 3	The Board is composed of executive directors and non-executive directors (including independent directors). Executive directors are directors who hold other senior management position at the Bank in addition to director. Non-executive directors are directors who don't hold any management position at the Bank. The Board of the Bank shall be composed of 15 directors, including a chairman. In particular, the independent directors shall account for no less than one third of the total number of directors and there shall be one employee director.	Article 3	The Board is composed of executive directors and non-executive directors (including independent directors). Executive directors are directors who hold other senior management position at the Bank in addition to director. Non-executive directors are directors who don't hold any management position at the Bank. The Board of the Bank shall be composed of <u>9-15</u> directors, including a chairman. In particular, the independent directors shall account for no less than one third of the total number of directors and there shall be one employee director.
Article 4	Directors of the Bank include independent directors. Independent directors are directors who do not hold any positions in the Bank other than as independent director and do not maintain with the Bank and its substantial shareholders a connection which may possibly hamper their independent and objective judgments. More than one third of the Board members shall be independent directors and the number of independent directors shall be at least three. The number of independent directors shall be in line with the laws, administrative regulations, Hong Kong Listing Rules and other rules, and at least one independent director shall have relevant professional qualification or shall have professional specialty in accounting or related financial management.	Article 4	Directors of the Bank include independent directors. Independent directors are directors who do not hold any positions in the Bank other than as independent director and do not maintain with the Bank and its substantial shareholders a connection which may possibly hamper their independent and objective judgments. More than one third of the Board members shall be independent directors and the number of independent directors shall be at least three. The number of independent directors shall be in line with the laws, administrative regulations, Hong Kong Listing Rules and other rules, and at least one independent director shall have relevant professional qualification or shall have professional specialty in accounting or related financial management.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	An independent director of the Bank should have high professional competence and a good reputation, and should meet the following conditions at the same time: (I) is qualified to be a director of the Bank pursuant to the laws, administrative regulations, other rules and provisions of the securities regulatory authorities in the place where the securities of the Bank are listed; (II) meets the independence requirements as specified in Hong Kong Listing Rules and the Articles of Association; (III) has a Bachelor's degree or above or has an intermediate title or above in related professions; (IV) has the basic knowledge about the management of commercial banks, and is familiar with the laws, regulations and rules relating to the operation and management of commercial banks; (V) has more than five years' experience in legal, economic, financial or other work beneficial for fulfilling duties as independent director; (VI) is able to read, understand and analyze the credit statistics statements and financial statements of commercial banks;		An independent director of the Bank should have high professional competence and a good reputation, and should meet the following conditions at the same time: (I) is qualified to be a director of the Bank pursuant to the laws, administrative regulations, other rules and provisions of the securities regulatory authorities in the place where the securities of the Bank are listed; (II) meets the independence requirements as specified in Hong Kong Listing Rules and the Articles of Association; (III) has a Bachelor's degree or above or has an intermediate title or above in related professions; (IV) has the basic knowledge about the management of commercial banks, and is familiar with the laws, regulations and rules relating to the operation and management of commercial banks; (V) has more than five years' experience in legal, economic, financial or other work beneficial for fulfilling duties as independent director; (VI) is able to read, understand and analyze the credit statistics statements and financial statements of commercial banks;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(VII) meets other conditions as specified in the Articles of Association. The proportion of directors and independent directors with international perspectives, management experience, and expertise in finance, accounting, risk management, financial management, and financial technology may be appropriately increased in the Board.		(VII) has a sound personal character and <u>no major records of bad faith or other bad records;</u> ~~(VIII)~~^(V) meets other conditions as specified in <u>laws, administrative regulations, provisions of the China Securities Regulatory Commission, business rules of the stock exchange and</u> the Articles of Association. The proportion of directors and independent directors with international perspectives, management experience, and expertise in finance, accounting, risk management, financial management, and financial technology may be appropriately increased in the Board.
Article 13	The Board shall exercise the following functions and powers: (I) to convene a general meeting and report its work to the general meeting; (II) to implement resolutions of the general meeting; (III) to decide on the Bank's business plans, investment proposals and to formulate development strategies and supervise the implementation of the strategies;	Article 13	The Board shall exercise the following functions and powers: (I) to convene a ~~general~~<u>shareholders'</u> meeting and report its work to the ~~general~~<u>shareholders'</u> meeting; (II) to implement resolutions of the ~~general~~<u>shareholders'</u> meeting; (III) to decide on the Bank's business plans, investment proposals and to formulate development strategies and supervise the implementation of the strategies;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(IV) to formulate the Bank's annual financial budgets, final accounts, risk capital allocation plans, profit distribution plans and loss recovery plans; (V) to formulate proposals for increase or decrease of the registered capital, issuance of bonds or other securities and listing plans of the Bank; (VI) to formulate plans for material acquisitions, purchase of shares of the Bank or merger, division, dissolution and transformation of the Bank; (VII) to decide on major events of the Bank within the authorization of the general meeting, such as daily operations, external investments, acquisition, sales and swap of assets, external guarantees, pledge of assets, entrusted wealth management, financial lease, related party transactions and disposal and write-offs of assets; (VIII) to appoint or dismiss senior managers including the president, vice president and secretary of the Board of the Bank nominated by the chairman under regulatory requirements; determine remunerations, rewards and punishments for senior managers; (IX) to formulate the basic management system of the Bank, and decide on the rights of senior management on the formulation of business procedures and other specific rules;		(IV) to formulate the Bank's annual financial budgets, final accounts, risk capital allocation plans, profit distribution plans and loss recovery plans; (V) to formulate proposals for increase or decrease of the registered capital, issuance of bonds or other securities and listing plans of the Bank; (VI) to formulate plans for material acquisitions, purchase of shares of the Bank or merger, division, dissolution and transformation of the Bank; (VII) to decide on major events of the Bank within the authorization of the ~~general~~shareholders' meeting, such as daily operations, external investments, acquisition, sales and swap of assets, external guarantees, pledge of assets, entrusted wealth management, financial lease, related party transactions and disposal and write-offs of assets; (VIII) to appoint or dismiss senior managers including the president, vice president and secretary of the Board of the Bank nominated by the chairman under regulatory requirements; determine remunerations, rewards and punishments for senior managers; (IX) to formulate the basic management system of the Bank, and decide on the rights of senior management on the formulation of business procedures and other specific rules;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(X) to formulate proposals for any amendment to the Articles of Association, formulate the rules of procedure of the Shareholders' General Meeting and the rules of procedure of the Board of Directors, and submit the same to the general meeting for consideration and approval; and to consider and approve the rules of procedure for the special committees under the Board; (XI) to be responsible for the Bank's information disclosure, and undertake the ultimate responsibility for the completeness and accuracy of the Bank's accounting and financial reports; (XII) to formulate a standard scheme for the remuneration and allowances of the directors of the Bank; (XIII) to listen to work reports of the Bank's president and examine the work of the president; (XIV) to determine the risk tolerance level, risk management and internal control policies of the Bank, and to assume the ultimate responsibility for the overall risk management;		(X) to formulate proposals for any amendment to the Articles of Association, formulate the rules of procedure of the ~~Shareholders' General Meeting~~ <u>shareholders' meeting</u> and the rules of procedure of the Board of Directors, and submit the same to the ~~general meetings~~ <u>shareholders' meeting</u> for consideration and approval; and to consider and approve the rules of procedure for the special committees under the Board; (XI) to be responsible for the Bank's information disclosure, and undertake the ultimate responsibility for the ~~completeness and truthfulness, accuracy, completeness and accuracy~~ <u>completeness and accuracy</u> ~~promptness~~ of the Bank's accounting and financial reports; (XII) to formulate a standard scheme for the remuneration and allowances of the directors of the Bank; (XIII) to listen to work reports of the Bank's president and examine the work of the president; (XIV) to determine the risk tolerance level, risk management and internal control policies of the Bank, and to assume the ultimate responsibility for the overall risk management;

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

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(XXI) to undertake the ultimate responsibility for information technology risks and examination and approval of mid-and-long term information technology strategies, and regularly review the Bank's reports on information technology construction and risk management; (XXII) to have the right to determine the pricing and the business investment between the Bank and other financial institutions, including bond investment, entrusted wealth management, purchase of wealth management products, purchase of designated (specialized) asset management plans, trust plans, beneficiary certificates issued by securities companies, right to yields on claims of margin trading and short selling, securities investment funds and other business investment and pricing; (XXIII) to be in charge of determining green credit development strategies, examine and approve the green credit objectives determined and the green credit reports submitted by senior management, and supervise and appraise the Bank's implementation of green credit development strategies; (XXIV) to assume the ultimate responsibility for the protection of consumer rights of the Bank, safeguard the legitimate rights of financial consumers and other stakeholders, regularly listen to the reports on the progress of the protection of consumer rights;		(XXI) to undertake the ultimate responsibility for information technology risks and examination and approval of mid-and-long term information technology strategies, and regularly review the Bank's reports on information technology construction and risk management; (XXII) to have the right to determine the pricing and the business investment between the Bank and other financial institutions, including bond investment, entrusted wealth management, purchase of wealth management products, purchase of designated (specialized) asset management plans, trust plans, beneficiary certificates issued by securities companies, right to yields on claims of margin trading and short selling, securities investment funds and other business investment and pricing; (XXIII) to be in charge of determining green credit development strategies, examine and approve the green credit objectives determined and the green credit reports submitted by senior management, and supervise and appraise the Bank's implementation of green credit development strategies; (XXIV) to assume the ultimate responsibility for the protection of consumer rights of the Bank, safeguard the legitimate rights of financial consumers and other stakeholders, regularly listen to the reports on the progress of the protection of consumer rights;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(XXV) to formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management; (XXVI) to propose to the general meeting of the engagement or dismissal of the accounting firm that conducts regular and statutory audit on the financial reports of the Bank; (XXVII) to formulate the Bank's data strategy, approve or authorize the approval on major issues in relation to data governance, urge senior management to improve the effectiveness of data governance, and assume ultimate responsibility for data governance; (XXVIII) to be responsible for the Bank's anti-money laundering and counter terrorist financing policies, supervise the implementation of anti-money laundering and counter terrorist financing policies, and assume ultimate responsibility for the Bank's anti-money laundering and counter terrorist financing work; and (XXIX) to exercise other functions and powers that shall be exercised by the Board according to the laws, regulations, Hong Kong Listing Rules and the Articles of Association. The term 'senior management' as referred to in the preceding paragraph comprises the president, vice presidents, chief financial officer of the Bank's Head Office, and other senior managers as determined by the Board of Directors.		(XXV) to formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management; (XXVI) to propose to the ~~general meetings~~shareholders' meeting of the engagement or dismissal of the accounting firm that conducts regular and statutory audit on the financial reports of the Bank; (XXVII) to formulate the Bank's data strategy, approve or authorize the approval on major issues in relation to data governance, urge senior management to improve the effectiveness of data governance, and assume ultimate responsibility for data governance; (XXVIII) to be responsible for the Bank's anti-money laundering and counter terrorist financing policies, supervise the implementation of anti-money laundering and counter terrorist financing policies, and assume ultimate responsibility for the Bank's anti-money laundering and counter terrorist financing work; and (XXIX) to exercise other functions and powers that shall be exercised by the Board according to the laws, regulations, Hong Kong Listing Rules and the Articles of Association. The term 'senior management' as referred to in the preceding paragraph comprises the president, vice presidents, chief financial officer of the Bank's Head Office, and other senior managers as determined by the Board of Directors.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 16	The chairman shall exercise the following functions and powers: (I) to preside over general meetings and convene and preside over Board meetings; (II) to supervise and examine the implementation of resolutions of the Board and report the work to the Board; (III) to exercise the functions and powers of the Bank's legal representative to sign the securities certificates issued by the Bank; (IV) to nominate or dismiss vice president, secretary of the Board and other senior managers after seeking advice from the president; (V) to determine the appointment or dismissal of middle managers and staff; (VI) to decide on the salaries, benefits and reward or punishment of the Bank's staff other than the senior managers decided by the Board within the scope of remuneration plans and management systems approved by the Board; (VII) in any emergent force majeure event such as extraordinarily serious natural disasters or other emergencies, to exercise the special right of disposal in respect of the business of the Bank in compliance with laws, regulations and in the interests of the Bank, and to report to the Board and the general meeting of the Bank afterwards; (VIII) to exercise other functions and powers conferred by the Board; (IX) functions and powers that shall be exercised by the chairman according to relevant laws, regulations and rules.	Article 16	The chairman shall exercise the following functions and powers: (I) to preside over ~~general~~<u>shareholders'</u> meetings and convene and preside over Board meetings; (II) to supervise and examine the implementation of resolutions of the Board and report the work to the Board; (III) to exercise the functions and powers of the Bank's legal representative to sign the securities certificates issued by the Bank; (IV) to nominate or dismiss vice president, secretary of the Board and other senior managers after seeking advice from the president; (V) to determine the appointment or dismissal of middle managers and staff; (VI) to decide on the salaries, benefits and reward or punishment of the Bank's staff other than the senior managers decided by the Board within the scope of remuneration plans and management systems approved by the Board; (VII) in any emergent force majeure event such as extraordinarily serious natural disasters or other emergencies <u>where the shareholders' meetings or Board meetings cannot be convened</u>, to exercise the special right of disposal in respect of the business of the Bank in compliance with laws, regulations and in the interests of the Bank, and to report to the Board and the general meeting of the Bank afterwards; (VIII) to exercise other functions and powers conferred by the Board; (IX) functions and powers that shall be exercised by the chairman according to relevant laws, regulations and rules.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 17	If the chairman cannot or fails to fulfill the duty thereof, more than half of the directors may designate a director to exercise his functions and powers on behalf.	Article 17	If the chairman cannot or fails to fulfill the duty thereof, more than half of the directors may designate a director to exercise his functions and powers on behalf.
Article 20	If a director violates the laws, administrative regulations, other rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles of Association in fulfilling his duties, thereby incurring any loss of the Bank, the said director shall be liable for compensation, and the general meeting shall have the right to dismiss the said director.	Article 20	If a director violates the laws, administrative regulations, other rules, provisions of the securities regulatory authorities in the place where the securities of the Bank are listed or the Articles of Association in fulfilling his duties, thereby incurring any loss of the Bank, the said director shall be liable for compensation, and the ~~general~~ shareholders' meeting shall have the right to dismiss the said director. <u>If a director causes damage to others while fulfilling his duties, the Bank shall bear the liability for compensation. If the director is found to have acted with intent or gross negligence, he/she shall also bear the liability for compensation.</u>
Article 21	Directors shall observe the laws, administrative regulations and the Articles of Association, and fulfill the following obligations of honesty: (I) not to abuse his official powers to accept bribes or other unlawful income, and not to expropriate the Bank's property; (II) not to embezzle monies of the Bank; (III) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Bank's assets or monies;	Article 21	Directors shall observe the laws, administrative regulations and the Articles of Association, and fulfill the following obligations of honesty: (I) not to abuse his official powers to ~~accept~~ bribes or <u>accept</u> other unlawful income, and not to expropriate the Bank's property; (II) not to embezzle monies of the Bank; (III) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Bank's assets or monies;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(IV) not to lend monies of the Bank to other persons or provide guarantee for other persons with the property of the Bank counter to the Articles of Association or without the consent of the general meeting or the Board; (V) not to conclude any contract or conduct any transaction with the Bank counter to the Articles of Association or without the consent of the general meeting; (VI) without the consent of the general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Bank, or conduct for themselves or others any businesses similar to those of the Bank; (VII) not to take as their own any commission for any transaction with the Bank; (VIII) not to disclose any secret of the Bank; (IX) not to use their related party relations to damage the interests of the Bank; (X) to fulfill other obligations of honesty stipulated by laws, administrative regulations, other rules and the Articles of Association. Earnings obtained by a director counter to the provisions herein shall belong to the Bank, and the said director shall be liable for compensation for any loss incurred to the Bank.		~~(IV) not to lend monies of the Bank to other persons or provide guarantee for other persons with the property of the Bank counter to the Articles of Association or without the consent of the general meeting or the Board;~~ ~~(V) not to conclude any contract or conduct any transaction with the Bank counter to the Articles of Association or without the consent of the general meeting;~~ ~~(IVVI)~~ without the consent of the ~~general~~shareholders' meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Bank, or conduct for themselves or others any businesses similar to those of the Bank; ~~(VVIH)~~ not to take as their own any commission for any transaction with the Bank; ~~(VIVIH)~~ not to disclose any secret of the Bank; ~~(VIIIX)~~ not to use their related party relations to damage the interests of the Bank; ~~(VIIIX)~~ to fulfill other obligations of honesty stipulated by laws, administrative regulations, other rules and the Articles of Association. Earnings obtained by a director counter to the provisions herein shall belong to the Bank, and the said director shall be liable for compensation for any loss incurred to the Bank.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 22	Directors shall observe the laws, administrative regulations and the Articles of Association, and fulfill the following obligations of diligence: (I) to exercise the rights conferred by the Articles of Association or the general meeting with due discretion, care and diligence to ensure the business operations of the Bank comply with state laws, administrative regulations and various economic policies of the state, and are within the business scope specified in the business license of the Bank; (II) to continuously pay attention to the operation and management status of the Bank, and have the right to require the senior management to provide relevant materials reflecting the operation and management status of the Bank in a comprehensive, timely and accurate manner or to give explanations on relevant issues; (III) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments; (IV) to take responsibility for the resolutions of the Board of Directors; to supervise the implementation of the resolutions of the general meeting and the Board of Directors by the senior management;	Article 22	Directors shall observe the laws, administrative regulations and the Articles of Association, and fulfill the following obligations of diligence: (I) to exercise the rights conferred by the Articles of Association or the ~~general~~shareholders' meeting with due discretion, care and diligence to ensure the business operations of the Bank comply with state laws, administrative regulations and various economic policies of the state, and are within the business scope specified in the business license of the Bank; (II) to continuously pay attention to the operation and management status of the Bank, and have the right to require the senior management to provide relevant materials reflecting the operation and management status of the Bank in a comprehensive, timely and accurate manner or to give explanations on relevant issues; (III) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments; (IV) to take responsibility for the resolutions of the Board of Directors; to supervise the implementation of the resolutions of the ~~general~~shareholders' meeting and the Board of Directors by the senior management;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(V) to take active participation in trainings organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continue to possess expertise and capabilities required to perform their duties; (VI) to be responsible to the Bank and all shareholders and treat all shareholders impartially when performing duties; (VII) to honor their public promises and to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders; (VIII) to undertake fiduciary duties with diligence in the Bank, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties; (IX) to carefully read various business and financial reports of the Bank and to sign written confirmations of the regular reports of the Bank; and to ensure the information disclosed by the Bank is true, accurate and complete; (X) to honestly provide the Board of Supervisors with relevant information, not to prevent the Board of Supervisors or supervisors from exercising their functions and powers, and to accept the lawful supervision and rational suggestions of the Board of Supervisors on their performance of duties;		(V) to take active participation in trainings organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continue to possess expertise and capabilities required to perform their duties; (VI) to be responsible to the Bank and all shareholders and treat all shareholders impartially when performing duties; (VII) to honor their public promises and to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders; (VIII) to undertake fiduciary duties with diligence in the Bank, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties; (IX) to carefully read various business and financial reports of the Bank and to sign written confirmations of the regular reports of the Bank; and to ensure the information disclosed by the Bank is true, accurate and complete; (X) to honestly provide the ~~Board of Supervisors~~<u>audit committee</u> with relevant information, not to prevent the <u>audit committee</u>~~Board of Supervisors~~ or <u>its members</u>~~supervisors~~ from exercising their functions and powers, and to accept the lawful supervision and rational suggestions of the <u>audit committee</u>~~Board of Supervisors~~ on their performance of duties;

Existing Article No.	Existing Article	Revised Article No.	Revised Article
	(XI) to personally exercise the lawfully-authorized disposal right concerning the management of the Bank and not to allow themselves to be controlled by others and, save as permitted by applicable laws or with the informed consent of shareholders given at a general meeting, not to transfer the exercise of their discretion to others; (XII) other obligations of diligence stipulated by laws, administrative regulations, other rules and the Articles of Association.		(XI) to personally exercise the lawfully-authorized disposal right concerning the management of the Bank and not to allow themselves to be controlled by others and, save as permitted by applicable laws or with the informed consent of shareholders given at a <u>general shareholders'</u> meeting, not to transfer the exercise of their discretion to others; (XII) other obligations of diligence stipulated by laws, administrative regulations, other rules and the Articles of Association.
Article 29	The Board of Directors shall convene a provisional meeting under any of the following circumstances: (I) if proposed by shareholders representing more than one-tenth of the total voting shares; (II) if jointly proposed by more than one-third of the directors; (III) if proposed by the Board of Supervisors; (IV) if deemed necessary by the chairman of the Board; (V) if proposed by two or more independent directors; (VI) other circumstances stipulated in the Articles of Association.	Article 29	The Board of Directors shall convene a provisional meeting under any of the following circumstances: (I) if proposed by shareholders representing more than one-tenth of the total voting shares; (II) if jointly proposed by more than one-third of the directors; (III) if proposed by the <u>audit committee</u> ~~Board of Supervisors~~; (IV) if deemed necessary by the chairman of the Board; (V) if proposed by two or more independent directors; (VI) other circumstances stipulated in the Articles of Association.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 31	Board meetings are convened and presided over by the chairman. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to convene and preside over the meeting on his behalf or a director shall be jointly elected by more than half of the directors to perform the duties.	Article 31	Board meetings are convened and presided over by the chairman. Where the chairman cannot attend the meeting for any reason, the chairman may appoint one of the directors of the Bank to convene and preside over the meeting on his behalf or a director shall be jointly elected by more than half of the directors to perform the duties.
Article 32	The Board of Directors shall hold regular meetings. The office of the Board of Directors shall notify all directors and supervisors in writing 14 days in advance, and prior notice shall also be given to the Board of Supervisors for their attendance at the meeting. The meeting documents shall be sent to all directors and supervisors five days before the date of the meeting. The notice may be sent by: mail (including e-mail) or personal delivery.	Article 32	The Board of Directors shall hold regular meetings. The office of the Board of Directors shall notify all directors ~~and supervisors~~ in writing 14 days in advance, ~~and prior notice shall also be given to the Board of Supervisors for their attendance at the meeting.~~ The meeting documents shall be sent to all directors ~~and supervisors~~ five days before the date of the meeting. The notice may be sent by: mail (including e-mail) or personal delivery.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 36	Board meetings may be convened in the form of teleconference or with the help of similar communications equipment provided that the attending directors are able to hear clearly the directors who speak at the meetings and communicate amongst themselves. All the attending directors shall be deemed as having attended the meeting in person. A Board meeting shall only be held if it has a quorum of more than half of the directors. In the event that a quorum for holding a meeting cannot be satisfied due to the refusal or failure by a director or directors to attend, the chairman and the office of the Board of Directors shall promptly report the same to the banking regulatory authorities under the State Council. Supervisors may attend meetings of the Board of Directors in a non-voting capacity. The senior management, if they do not concurrently serve as directors, may attend meetings of the Board of Directors in a non-voting capacity. The president shall attend meetings of the Board of Directors in a non-voting capacity. The meeting convener may notify other relevant persons to attend a meeting of the Board of Directors in a non-voting capacity when he/she deems it necessary.	Article 36	Board meetings may be convened in the form of teleconference or with the help of similar communications equipment provided that the attending directors are able to hear clearly the directors who speak at the meetings and communicate amongst themselves. All the attending directors shall be deemed as having attended the meeting in person. A Board meeting shall only be held if it has a quorum of more than half of the directors. In the event that a quorum for holding a meeting cannot be satisfied due to the refusal or failure by a director or directors to attend, the chairman and the office of the Board of Directors shall promptly report the same to the banking regulatory authorities under the State Council. ~~Supervisors may attend meetings of the Board of Directors in a non-voting capacity. The senior management, if they do not concurrently serve as directors,~~ may attend meetings of the Board of Directors in a non-voting capacity. The president shall attend meetings of the Board of Directors in a non-voting capacity. The meeting convener may notify other relevant persons to attend a meeting of the Board of Directors in a non-voting capacity when he/she deems it necessary.

Existing Article No.	Existing Article	Revised Article No.	Revised Article
Article 55	Board meetings held onsite may be recorded in its entirety where necessary.	Article 55	Board meetings held onsite ~~may be recorded in its entirety where necessary~~ shall be recorded via audio, video, or other suitable methods to document the proceedings of the <u>meeting</u> .
Article 60	If any resolution of the Board runs counter to the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution. If the convening procedure and voting method of the Board meeting run counter to the laws, administrative regulations or the Articles of Association or if the content of any resolution runs counter to the Articles of Association, the shareholders shall have the right to request the people's court to cancel the said procedure, method or resolution within 60 days after adoption of the resolution. If the Bank has registered the change in accordance with resolution of the Board of Directors, and the people's court declares such resolution be void or rescinded, the Bank shall apply to the relevant registration authority for rescission of the registration of change.	Article 60	If any resolution of the Board runs counter to the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution. If the convening procedure and voting method of the Board meeting run counter to the laws, administrative regulations or the Articles of Association or if the content of any resolution runs counter to the Articles of Association, the shareholders shall have the right to request the people's court to cancel the said procedure, method or resolution within 60 days after adoption of the resolution. <u>However, this does not apply in the event that the convening of a Board meeting or any voting procedure in such meeting has minor flaws only which have no substantial impact on any resolution.</u> If the Bank has registered the change in accordance with resolution of the Board of Directors, and the people's court declares such resolution be void or rescinded, the Bank shall apply to the relevant registration authority for rescission of the registration of change.

Note: The serial numbers of the cross-index in the full text have been adjusted accordingly. All expressions related to “general meeting” in the full text have been adjusted to “shareholders’ meeting”, and the relevant expressions of “Supervisor” and “Board of Supervisors” have been deleted. Except for the revision of the above-mentioned articles, the others remain unchanged.

NOTICE OF 2024 ANNUAL GENERAL MEETING



泸州银行股份有限公司*
LUZHOU BANK CO., LTD.

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

NOTICE OF 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that 2024 Annual General Meeting (the “**2024 Annual General Meeting**”) of Luzhou Bank Co., Ltd. (the “**Bank**”) will be held at 9:00 a.m. on Monday, June 30, 2025 at Meeting Room 1101, 11th Floor, Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the People's Republic of China (the “**PRC**”) to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the 2024 annual report of the Bank;
2. To consider and approve the 2024 work report of the board of directors of the Bank;
3. To consider and approve the 2024 work report of the board of supervisors of the Bank;
4. To consider and approve the 2024 evaluation report on the performance of duties by the Directors, Supervisors and senior management of the Bank;
5. To consider and approve the 2024 final financial accounts report of the Bank;
6. To consider and approve the 2024 profit distribution plan of the Bank;
7. To consider and approve the report on related party transactions for 2024 of the Bank;
8. To consider and approve the 2025 financial budget plan of the Bank;
9. To consider and approve the engagement of external auditors of the Bank and their remuneration for 2025;

SPECIAL RESOLUTIONS

10. To consider and individually approve each of the following items of the resolution on the non-public issuance of H Shares by the Bank under Specific Mandate:
 - 10.1 Class and nominal value of Shares issued;
 - 10.2 Method of issuance;
 - 10.3 Target placees;
 - 10.4 Subscription method;
 - 10.5 Size of issuance;

NOTICE OF 2024 ANNUAL GENERAL MEETING

- 10.6 Method of pricing;
 - 10.7 Use of proceeds;
 - 10.8 Allocation of accumulated undistributed profits;
 - 10.9 Time of issuance;
 - 10.10 Validity period of the resolutions; and
 - 10.11 Listing arrangements.
- 11. To consider and approve the resolution on the granting of authorization to the Board and its authorized persons to deal with matters in relation to the non-public issuance of H Shares in their sole discretion;
 - 12. To consider and approve the resolution on the corresponding change of the registered capital in relation to non-public issuance of H Shares;
 - 13. To consider and approve the resolution on the corresponding amendments to the Articles of Association in relation to non-public issuance of H Shares;
 - 14. To consider and approve the 2025 fixed assets investment plan of the Bank;
 - 15. To consider and approve the resolution on the proposed amendments to the Articles of Association of the Bank;
 - 16. To consider and approve the resolution on the proposed amendments to the Rules of Procedure of the Shareholders' General Meeting of the Bank;
 - 17. To consider and approve the resolution on the proposed amendments to the Rules of Procedure of the Board of Directors of the Bank; and
 - 18. To consider and approve the resolution on the proposed abolishment of the Board of Supervisors.

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

Luzhou, the PRC
June 10, 2025

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

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Bank will be closed from Wednesday, June 25, 2025 to Monday, June 30, 2025 (both dates inclusive), during which period no transfer of shares of the Bank (the “**Shares**”) will be registered. In order to be entitled to attend and vote at the 2024 Annual General Meeting, all transfer documents together with the relevant share certificates must be deposited to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) or the Bank’s office of the Board of Directors (Address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC) (for Domestic Shareholders) for registration by no later than 4:30 p.m. on Tuesday, June 24, 2025.
2. A shareholder of the Bank (the “**Shareholder**”) who is entitled to attend and vote at the 2024 Annual General Meeting may appoint one or more proxies (the “**Proxy**” or “**Proxies**”) to attend and, in the event of a poll, vote on his or her behalf. A Proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of the attorney duly authorized by a Shareholder in writing. In the case of a corporate Shareholder, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorized to sign the same.
4. In order to be valid, the form of proxy must be deposited to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong) (for H Shareholders) or the office of the Board of Directors of the Bank (Address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000) (for Domestic Shareholders), not less than 24 hours before the time for holding the 2024 Annual General Meeting (i.e. not later than 9:00 a.m. on Sunday, June 29, 2025). If the form of proxy is signed by a person under a power of attorney or other authority, a notarial certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2024 Annual General Meeting or any adjourned meetings thereof should he/she so wishes.
5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the 2024 Annual General Meeting. If a corporate Shareholder appoints an authorized representative to attend the 2024 Annual General Meeting, the authorized representative shall produce his/her identity documents and a notarial certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarial certified documents allowed by the Bank. Proxies shall produce their identity documents and the form of proxy signed by the Shareholders or their attorney when attending the 2024 Annual General Meeting.
6. Shareholders who intend to attend and vote at the 2024 Annual General Meeting should complete and return the reply slip in writing by hand, by fax or by post to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong; fax number: +852-2865 0990) (for H Shareholders) or the office of the Board of Directors of the Bank (Address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000; fax number: +86-830-3100625) (for Domestic Shareholders) on or before Thursday, June 19, 2025.
7. The 2024 Annual General Meeting is expected to be held for less than half a day. Shareholders who intend to attend the 2024 Annual General Meeting shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Bank’s H Share Registrar are as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong
Tel: +852-2862 8555
Fax: +852-2865 0990
9. The registered address of the Bank in the PRC is as follows:

Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District
Luzhou City
Sichuan Province
the PRC
Contact person: office of the Board of Directors
Tel: +86-830-2362606
Fax: +86-830-3100625

NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING



泸州银行股份有限公司*
LUZHOU BANK CO., LTD.

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

NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the Domestic Shareholders' class meeting (the **"Domestic Shareholders' Class Meeting"**) of Luzhou Bank Co., Ltd. (the **"Bank"**) will be held at 9:30 a.m. on Monday, June 30, 2025, or immediately after the conclusion of the 2024 annual general meeting, whichever is later, at Meeting Room 1101, 11th Floor, Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the People's Republic of China (the **"PRC"**) to consider and, if thought fit, to pass the following resolutions:

1. To consider and individually approve each of the following items of the resolution on the non-public issuance of H Shares by the Bank under Specific Mandate:
 - 1.1 Class and nominal value of Shares issued;
 - 1.2 Method of issuance;
 - 1.3 Target placees;
 - 1.4 Subscription method;
 - 1.5 Size of issuance;
 - 1.6 Method of pricing;
 - 1.7 Use of proceeds;
 - 1.8 Allocation of accumulated undistributed profits;
 - 1.9 Time of issuance;
 - 1.10 Validity period of the resolutions; and
 - 1.11 Listing arrangements.

NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

2. To consider and approve the resolution on the granting of authorization to the Board and its authorized persons to deal with matters in relation to the non-public issuance of H Shares in their sole discretion.

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

Luzhou, the PRC

June 10, 2025

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

Notes:

1. The register of members of the Bank will be closed from Wednesday, June 25, 2025 to Monday, June 30, 2025, (both dates inclusive), during which period no transfer of shares of the Bank (the **"Shares"**) will be registered. In order to be entitled to attend and vote at the Domestic Shareholders' Class Meeting, all transfer documents together with the relevant share certificates must be deposited to the Bank's office of the Board of Directors (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC) for registration by no later than 4:30 p.m. on Tuesday, June 24, 2025.
2. A shareholder of the Bank (the **"Shareholder"**) who is entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies (the **"Proxy"** or **"Proxies"**) to attend and, in the event of a poll, vote on his or her behalf. A Proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or of the attorney duly authorized by a Shareholder in writing. In the case of a corporate Shareholder, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorized to sign the same.
4. In order to be valid, the form of proxy must be deposited to the office of the Board of Directors of the Bank (Address: Building 1, No.18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC), not less than 24 hours before the time for holding the Domestic Shareholders' Class Meeting (i.e. not later than 9:30 a.m. on Sunday, June 29, 2025). If the form of proxy is signed by a person under a power of attorney or other authority, a notarial certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Domestic Shareholders' Class Meeting should he/she so wishes.
5. Shareholders shall produce identity documents and supporting documents in respect of the Shares held when attending the Domestic Shareholders' Class Meeting. If a corporate Shareholder appoints its authorized representative to attend the Domestic Shareholders' Class Meeting, the authorized representative shall produce his/her identity documents and a notarial certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarial certified documents allowed by the Bank. Proxies shall produce their identity documents and the form of proxy signed by the Shareholders or their attorney when attending the Domestic Shareholders' Class Meeting.
6. Shareholders who intend to attend and vote at the Domestic Shareholders' Class Meeting should complete and return the reply slip in writing by hand, by fax or by post to the office of the Board of Directors of the Bank (Address: Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the PRC, Postcode: 646000; fax number: +86-830-3100625) on or before Thursday, June 19, 2025.

NOTICE OF 2025 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

7. The Domestic Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders who intend to attend the Domestic Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.

8. The registered address of the Bank in the PRC is as follows:

Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District
Luzhou City
Sichuan Province
the PRC
Contact person: Office of the Board of Directors
Tel: +86-830-2362606
Fax: +86-830-3100625

NOTICE OF 2025 FIRST H SHAREHOLDERS' CLASS MEETING



泸州银行股份有限公司*
LUZHOU BANK CO., LTD.

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

NOTICE OF 2025 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the H Shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Luzhou Bank Co., Ltd. (the "**Bank**") will be held at 10:00 a.m. on Monday, June 30, 2025 or immediately after the conclusion of 2025 first Domestic Shareholders' class meeting, whichever is later, at Meeting Room 1101, 11th Floor, Building 1, No. 18, Section 3, Jiucheng Avenue, Jiangyang District, Luzhou City, Sichuan Province, the People's Republic of China (the "**PRC**") to consider and, if thought fit, to pass the following resolutions:

1. To consider and individually approve each of the following items of the resolution on the non-public issuance of H Shares by the Bank under Specific Mandate:
 - 1.1 Class and nominal value of Shares issued;
 - 1.2 Method of issuance;
 - 1.3 Target placees;
 - 1.4 Subscription method;
 - 1.5 Size of issuance;
 - 1.6 Method of pricing;
 - 1.7 Use of proceeds;
 - 1.8 Allocation of accumulated undistributed profits;
 - 1.9 Time of issuance;
 - 1.10 Validity period of the resolutions; and
 - 1.11 Listing arrangements.

NOTICE OF 2025 FIRST H SHAREHOLDERS' CLASS MEETING

2. To consider and approve the resolution on the granting of authorization to the Board and its authorized persons to deal with matters in relation to the non-public issuance of H Shares in their sole discretion.

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

Luzhou, the PRC

June 10, 2025

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

Notes:

1. The register of members of the Bank will be closed from Wednesday, June 25, 2025 to Monday, June 30, 2025 (both dates inclusive), during which period no transfer of shares of the Bank (the “**Shares**”) will be registered. In order to be entitled to attend and vote at the H Shareholders’ Class Meeting, all transfers together with the relevant share certificates must be deposited to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, June 24, 2025.
2. A shareholder of the Bank (the “**Shareholder**”) who is entitled to attend and vote at the H Shareholders’ Class Meeting may appoint one or more proxies (the “**Proxy**” or “**Proxies**”) to attend and, in the event of a poll, vote on his or her behalf. A Proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of the attorney duly authorized by a Shareholder in writing. In the case of a corporate Shareholder, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorized to sign the same.
4. In order to be valid, the form of proxy must be deposited to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong) (for H Shareholders), not less than 24 hours before the time for holding the H Shareholders’ Class Meeting (i.e. not later than 10:00 a.m. on Sunday, June 29, 2025). If the form of proxy is signed by a person under a power of attorney or other authority, a notarial certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the H Shareholders’ Class Meeting should he/she so wishes.
5. Shareholders shall produce identity documents and supporting documents in respect of the Shares held when attending the H Shareholders’ Class Meeting. If a corporate Shareholder appoints its authorized representative to attend the H Shareholders’ Class Meeting, the authorized representative shall produce his/her identity documents and a notarial certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarial certified documents allowed by the Bank. Proxies shall produce their identity documents and the form of proxy signed by the Shareholders or their attorney when attending the H Shareholders’ Class Meeting.
6. Shareholders who intend to attend and vote at the H Shareholders’ Class Meeting should complete and return the reply slip in writing by hand, by fax or by post to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited (Address: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong; fax number: +852-28650990) on or before Thursday, June 19, 2025.

NOTICE OF 2025 FIRST H SHAREHOLDERS' CLASS MEETING

7. The H Shareholders' Class Meeting is expected to be held for less than half a day. Shareholders who intend to attend the H Shareholders' Class Meeting shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Bank's H Share Registrar and transfer office are as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel: +852-2862 8555
Fax: +852-2865 0990