THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Bank of Jinzhou Co., Ltd.*, you should at once hand this supplemental circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

(Stock Code: 0416)

(Stock Code of Preference Shares: 4615)

SUPPLEMENTAL CIRCULAR IN RELATION TO (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION:

- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS;
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS:
- (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS MEETINGS; AND

SUPPLEMENTAL NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

This supplemental circular should be read together with the Original Notice convening the EGM to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC on Friday, 24 September 2021. Supplemental notice of the EGM is set out on pages EGM-1 to EGM-3 of this supplemental circular. Revised form of proxy (the "Revised Proxy Form") for use at the EGM is also enclosed with this supplemental circular. If you intend to attend the EGM by proxy, you are required to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Bank's registered office in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (in respect of Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the EGM (i.e. by Thursday, 23 September 2021 at 9:30 a.m.) (the "Closing Time") or any adjournment thereof. Completion and return of the Revised Proxy Form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting(s) should you so wish.

Important notice: To safeguard the health and safety of Shareholders and attendees, various measures may be implemented by the Bank at the EGM in view of the latest developments (including relevant regulatory restrictions as imposed by the PRC). Possible precautionary measures include but are not limited to body temperature check for each attendee, management of the number of people entering the venue, and no refreshment for attendees. The Bank suggests that Shareholders appoint the chairman of the EGM as his/her/its proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

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

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DEFINITIONS

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

"Articles of Association" the articles of association of the Bank, as amended from

time to time

"Bank" Bank of Jinzhou Co., Ltd.* (錦州銀行股份有限公司), a

joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange and offshore preference shares are

listed on the Stock Exchange

"Board" the board of Directors of the Bank

"Board of Supervisors" the board of Supervisors of the Bank

"Director(s)" the director(s) of the Bank

"Domestic Share(s)" the ordinary share(s) in the capital of the Bank with a

nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals

and/or PRC corporate entities

"EGM" the 2021 first extraordinary general meeting of the Bank

to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 9:30 a.m. on Friday, 24 September 2021 or any adjournment

thereof

"H Share(s)" the ordinary share(s) in the share capital of the Bank with

a nominal value of RMB1.00 each, which is/are subscribed for and traded in Hong Kong dollars and listed

on the Main Board of the Stock Exchange

"H Share Registrar" Computershare Hong Kong Investor Services Limited,

the H Share registrar of the Bank

"Hong Kong" the Hong Kong Special Administrative Region of the

PRC

"Listing Rules" The Rules Governing the Listing of Securities on the

Stock Exchange, as amended, supplemented or otherwise

modified from time to time

DE	FI	NI	\mathbf{O}	NS

"Ordinary Share(s)" or "Share(s)" the Domestic Share(s) and/or the H Share(s), excluding

the offshore preference shares of the Bank

"Ordinary Shareholder(s)" or

"Shareholder(s)"

the holder(s) of Ordinary Share(s)

"Original Circular" the circular of the Bank dated 9 August 2021 in relation

to the EGM

"Original Notice" the notice of the Bank dated 9 August 2021 in relation to

the EGM

"Original Proxy Form" the form of proxy of the Bank sent together with the

Original Circular

"PRC" People's Republic of China, for the purpose of this

supplemental circular only, means the domestic People's Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and China

Taiwan

"RMB" Renminbi, the lawful currency of the PRC

"Stock Exchange" The Stock Exchange of Hong Kong Limited

"Supervisor(s)" the supervisor(s) of the Bank

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



錦州銀行股份有限公司

Bank of Jinzhou Co., Ltd.*

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

(Stock Code: 0416)

(Stock Code of Preference Shares: 4615)

Executive Directors:
WEI Xuekun
GUO Wenfeng
KANG Jun
YANG Weihua
YU Jun

Non-executive Directors: ZHAO Chuanxin NING Jie GU Jihong LYU Fei LUO Nan

Independent non-executive Directors:
WU Jun
XIE Taifeng
XIAO Geng
WANG Xiongyuan
SU Mingzheng

Registered office: No. 68 Keji Road Jinzhou City Liaoning Province The PRC

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

8 September 2021

To the Shareholders,

Dear Sir/Madam,

SUPPLEMENTAL CIRCULAR IN RELATION TO (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;

- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS;
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS;
- (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS MEETINGS; AND

SUPPLEMENTAL NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Bank dated 9 August 2021 in relation to, among other things, proposed amendments to the Articles of Association.

In accordance with the Company Law of the PRC, the Listing Rules, the Articles of Association and other relevant laws, regulations and regulatory documents, and in view of the actual needs of the Bank, a Shareholder who holds more than 3% of the total equity interests in the Bank has proposed certain amendments to the Articles of Association, the Rules of Procedures for Shareholders' General Meetings, the Rules of Procedures for Board Meetings and the Procedures for the Board of Supervisors Meetings. Pursuant to Article 90 of the Articles of Association, shareholders that solely or collectively hold three percent or more of the voting shares of the Bank may put forward a proposal and submit it to the convener in written form within ten days before the meeting is held. According to the relevant requirements, the Board included the above proposals in the agenda of the EGM.

This supplemental circular should be read together with the Original Circular which contains, inter alia, the Original Notice. The purpose of this supplemental circular is to provide you with relevant information to enable you to make informed decision on whether to vote for or against the additional resolutions to be proposed at the EGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with provisions of the Company Law of the PRC, the Corporate Governance Guidelines for Banking and Insurance Institutions (銀行保險機構公司治理準則), the Performance Appraisal Measures of Directors and Supervisors for Banking and Insurance Institutions (Trial) (銀行保險機構董事監事履職評價辦法(試行)) and other relevant laws, rules and regulations and the actual situation of the Bank, the current Articles of Association is proposed to be amended, details of which are set out in Appendix I to this supplemental circular.

The proposed amendments to the Articles of Association will be subject to the approval of the Shareholders at the EGM by way of special resolution, which will be effective upon approvals by the Shareholders and the relevant regulatory authorities.

The Articles amendments will not affect the Bank's obligation to comply with the Listing Rules. When repurchasing H Shares, the Bank will continue to comply with the applicable Listing Rules, including among others, the requirements of Rule 10.06 as amended by Rules 19A.24 and 19A.25 (i.e. the shareholder approval and explanatory statement requirements (Rule 10.06(1)(a)) and the requirement to cancel the repurchased shares (Rule 10.06(5)).

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

In accordance with the Company Law of the PRC, the Corporate Governance Guidelines for Banking and Insurance Institutions (銀行保險機構公司治理準則), the Listing Rules, the proposed amendments to the Articles of Association and other relevant laws, regulations and regulatory documents, and in view of the actual needs of the Bank, the current Rules of Procedures for Shareholders' General Meetings is proposed to be amended, details of which are set out in Appendix II to this supplemental circular.

The proposed amendments to the Rules of Procedures for Shareholders' General Meetings of the Bank will be subject to the approval of the Shareholders at the EGM by way of ordinary resolution and will be effective upon approvals by the Shareholders.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS

In accordance with the Company Law of the PRC, the Corporate Governance Guidelines for Banking and Insurance Institutions (銀行保險機構公司治理準則), the Listing Rules, the proposed amendments to the Articles of Association and other relevant laws, regulations and regulatory documents, and in view of the actual needs of the Bank, the current Rules of Procedures for Board Meetings is proposed to be amended, details of which are set out in appendix III to this supplemental circular.

The proposed amendments to the Rules of Procedures for Board Meetings of the Bank will be subject to the approval of the Shareholders at the EGM by way of ordinary resolution and will be effective upon approvals by the Shareholders.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS MEETINGS

In accordance with provisions of the Company Law of the PRC, the Corporate Governance Guidelines for Banking and Insurance Institutions (銀行保險機構公司治理準則), and other relevant laws, rules and regulations and the actual situation of the Bank, the current Rules of Procedures for the Board of Supervisors Meetings is proposed to be amended, details of which are set out in Appendix IV to this supplemental circular.

The proposed amendments to the Rules of Procedures for the Board of Supervisors Meetings will be subject to the approval of the Shareholders at the EGM by way of ordinary resolution, which will be effective upon approval by the Shareholders.

SUPPLEMENTAL NOTICE OF THE EGM

The EGM will be held at the meeting room of the Bank's registered office in the PRC at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 9:30 a.m. on Friday, 24 September 2021.

Since the Original Notice does not contain the abovementioned additional resolutions to be approved at the EGM, the supplemental notice of the EGM is set out on pages EGM-1 to EGM-3 of this supplemental circular.

REPLY SLIPS AND REVISED PROXY FORMS

If you are eligible and intend to attend the EGM, please complete and return the reply slip(s) in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting or any adjournment thereof.

Shareholders who intend to attend the EGM by proxy are required to complete and return the Revised Proxy Form, in accordance with the instructions printed thereon as soon as possible and in any event not later than the Closing Time. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at such meeting or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the Original Proxy Form(s) with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares) is requested to lodge the Revised Proxy Form(s) if he/she wishes to appoint proxy to attend, speak and vote at the EGM on his/her behalf. In this case, the Original Proxy Form(s) should not be lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares).

A Shareholder who has already lodged the Original Proxy Form(s) should note that:

- (1) If no Revised Proxy Form(s) is lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares), the Original Proxy Form(s), if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form(s);
- (2) If the Revised Proxy Form(s) is lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares) before the Closing Time, the Revised Proxy Form(s), if correctly completed, will revoke and supersede the Original Proxy Form(s) previously lodged by him/her. The Revised Proxy Form(s) will be treated as a valid proxy form lodged by the Shareholder; and
- (3) If the Revised Proxy Form(s) is lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares) after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form(s) will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form(s), if correctly completed, will be entitled to vote in the manner as mentioned in (1) above as if no Revised Proxy Form(s) was lodged with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares). Accordingly, Shareholders are advised to complete the Revised Proxy Form(s) carefully and lodge the Revised Proxy Form(s) with the H Share Registrar (in respect of H Shares) or the Bank's registered office in the PRC (in respect of Domestic Shares) before the Closing Time.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions to be proposed at the EGM must be taken by poll. The chairman of the EGM will therefore demand a poll for every such resolution put to the vote at the EGM. On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his or her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

Please be advised that pursuant to Article 73 of the Articles of Association, when the number of Shares pledged by a Shareholder reaches or exceeds 50% of his/her/its holding of Shares in the Bank, the voting rights of such Shareholder at general meetings and the voting rights of Director(s) nominated by such Shareholder at Board meetings shall be restricted. In addition, pursuant to Article 64 of the Articles of Association, when the credit extension of a Shareholder is overdue, his/her voting right in the general meeting and voting right of the Board member nominated by him/her in the Board of Directors shall be limited.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Bank has been closed from Wednesday, 25 August 2021 to Friday, 24 September 2021 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the EGM is Wednesday, 25 August 2021. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates and other appropriate documents must be lodged with the H Share Registrar of the Bank, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Bank's registered office in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Tuesday, 24 August 2021.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the EGM for Shareholders' consideration and approval are in the best interests of the Bank and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favor of the resolutions set out in the Original Notice and the supplemental notice of the EGM which are to be proposed at the EGM.

By order of the Board

Bank of Jinzhou Co., Ltd.*

Wei Xuekun

Chairman

The English version of this appendix is an unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are compared against the existing Articles of Association for ease of reference. After addition of the new articles, the articles will be re-numbered accordingly. The following amendments will become effective upon approvals by the Shareholders and relevant regulatory authorities.

No. **Before Amendment** 1. Article 2 For the purposes of maintaining the legitimate rights and interests of the Bank, its shareholders and creditors, and of standardizing the organization and behaviour of the Bank, the Articles of Association is hereby formulated in combination with the actual circumstance of the Bank and according to the Company Law, the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Law of the People's Republic of China Commercial Banks (hereinafter referred to as the "Commercial Banking Law"), the Prerequisite Clauses for Articles of Association of Companies to Be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (the "Special Provisions"), the Guidance Opinion on the Launch of Preference Shares Pilot Scheme issued by the State Council (國務院關於開展優先股試點的指導意見). the Trial Administrative Measures on Preference Shares (優先股試點管理辦 法), the Guidance Opinion on Issuance of Preference Shares by Commercial Banks for Replenishing Tier-1 Capital jointly issued by the China Banking Regulatory Commission and the China Securities Regulatory Commission (中 國銀監會、中國證監會關於商業銀行發 行優先股補充一級資本的指導意見) and other relevant laws, administrative regulations, departmental rules and relevant regulations by securities regulatory authorities of the jurisdiction where the Bank's shares are listed.

For the Article 2 purposes

After Amendment

maintaining the legitimate rights and interests of the Bank, its shareholders and creditors, and of standardizing the organization and behaviour of the Bank, the Articles of Association is hereby formulated in combination with the actual circumstance of the Bank and according to the Company Law, the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Law of the People's Republic of China Commercial Banks (hereinafter referred "Commercial as the Banking Law"), the Corporate Governance **Guidelines for Banking and Insurance Institutions,** the Prerequisite Clauses for Articles of Association of Companies to Be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies (the "Special Provisions"), the Guidance Opinion on the Launch of Preference Shares Pilot Scheme issued by the State Council (國務院關於開展優先股試點的 指導意見), the Trial Administrative Measures on Preference Shares (優先股 試點管理辦法), the Guidance Opinion on Issuance of Preference Shares by Commercial Banks for Replenishing Tier-1 Capital jointly issued by the China Banking Regulatory Commission and the China Securities Regulatory Commission (中國銀監會、中國證監會 關於商業銀行發行優先股補充一級資本 的指導意見) and other relevant laws, administrative regulations, departmental rules and relevant regulations securities regulatory authorities of the jurisdiction where the Bank's shares are listed.

No.	Before Amendment	After Amendment
2.	Article 7 Pursuant to the requirements of the Constitution of the Communist Party of China, the Bank established an organization for the Communist Party. The Party Committee acts as the leadership core and the political core, steering the direction, controlling the overall situation and ensuring the implementation. The Bank has established working organizations for the Party with sufficient people for Party duties, securing work expenditure for the Party.	Article 7 Pursuant to the relevant requirements of the Constitution of the Communist Party of China and the Company Law, the Bank established an organization for the Communist Party. The Party Committee acts as the leadership core and the political core, plays a leading role in steering the direction, controlling the overall situation and ensuring the implementation. The Bank has established working organizations for the Party with sufficient people for Party duties, securing work expenditure for the Party.
3.	Article 14 Based on the need of business development and subject to approval by the banking regulatory authority of the State Council, the Bank may set up branches in domestic and overseas in conformity to the stipulations of laws and regulations of China or other relevant countries.	Article 14 Based on the need of business development and subject to approval by the banking regulatory authority of the State Council, the Bank may set up branches in domestic and overseas in conformity to the stipulations of laws and regulations of the People's Republic of China (hereafter referred to as "China") or other relevant countries.
4.	Article 17 The purpose of the Bank is: to operate in accordance with laws and to be guided by the market; to operate with focus on customers and with a purpose to realize economic benefits; and to provide high quality financial services for the society; and to create the maximum value for shareholders and other relevant parties on the premise of achieving the prudential operation and sustainable development of the Bank and therefore promote and provide support for the economic and social development.	Article 17 The purpose of the Bank is: to operate—be in accordance with laws and regulations, achieve the prudent operation and to be guided by the market; to operate with focus on customers and with a purpose to realize economic benefits; and to provide high quality financial services for real economies, local economies, private enterprises, small and micro enterprises, urban and rural residents and the society; to promote the growth of inclusive finance; and to create the maximum value for shareholders and other relevant parties on the premise of achieving the prudential operation and sustainable development of the Bank and therefore promote and provide support for the economic and social development.

No.	Before Amendment	After Amendment
5.	Article 22	Article 22
	For the purposes of the preceding	For the purposes of the preceding
	paragraph, the term "foreign investors"	paragraph, the term "foreign investors"
	shall refer to investors from foreign	shall refer to investors from foreign
	countries or from Hong Kong Special	countries or from Hong Kong Special
	Administrative Region, Macau Special	Administrative Region of China
	Administrative Region or Taiwan that	(hereafter referred to as "Hong
	subscribe for shares issued by the Bank;	Kong"), Macau Special Administrative
	and the term "domestic investors" shall	Region of China or the Taiwan region
	refer to investors within the People's	of China that subscribe for shares issued
	Republic of China, excluding the above-	by the Bank; and the term "domestic
	mentioned regions, that subscribe for	investors" shall refer to investors within
	shares issued by the Bank.	the People's Republic of China,
		excluding the above-mentioned regions,
		that subscribe for shares issued by the
		Bank.
6.	Article 23 Shares issued by the Bank to	Article 23 Shares issued by the Bank to
	domestic investors for subscription in	domestic investors for subscription in
	Renminbi shall be referred to as	Renminbi shall be referred to as
	domestic shares. Shares issued by the	domestic shares. Shares issued by the
	Bank to overseas investors for	Bank to overseas investors for
	subscription in foreign currency or	subscription in foreign currency or
	shares acquired by overseas investors	shares acquired by overseas investors
	from domestic shareholders shall be	from domestic shareholders of the Bank
	referred to as foreign shares. Foreign shares which are listed outside the PRC	shall be referred to as foreign shares.
	shall be referred to as foreign shares	Foreign shares which are listed outside the PRC shall be referred to as foreign
	listed overseas.	shares listed overseas.
	•••••	•••••

No.	Before Amendment	After Amendment
7.	Article 33 The Bank may, in accordance with stipulations of laws, administrative	Article 33 The Bank may, in accordance with stipulations of laws, administrative
	regulations, departmental rules and the Articles of Association, repurchase its	regulations, departmental rules and the Articles of Association, repurchase its
	outstanding shares under the following	outstanding shares under the following
	circumstances:	circumstances:
	(1) reducing its registered capital;	(1) reducing its registered capital;
	(2) merging with another company that holds shares of the Bank;	(2) merging with another company that holds shares of the Bank;
	(3) granting shares to the Bank's employees as a reward;	(3) granting shares to the Bank's employees as a reward using such shares in connection with employee
	(4) acquiring shares held by shareholders who vote against any resolution proposed in any general	shareholding plans or share incentives;
	meeting on the merger or division of the Bank upon their request;	(4) acquiring shares held by shareholders who vote against any resolution proposed in any general
	(5) other circumstances as permitted by laws and administrative regulations.	meeting on the merger or division of the Bank upon their request;
	The Bank shall not engage in the trading of its shares save for the circumstances specified above.	(5) other circumstances as permitted by laws and administrative regulations. using such shares for conversion of convertible bonds issued by the Bank;
		(6) those deemed necessary by the Bank for protecting the Bank's value and interests of the shareholders.
		The Bank shall not engage in the trading of its shares save for the circumstances specified above.

No.	Before Amendment	After Amendment
8.	Article 34 The repurchase of shares	Article 34 The repurchase of shares
	made due to the reason mentioned in	made due to the reasoncircumstances
	previous paragraphs (1) to (3) shall be	mentionedas set out in previous
	resolved by the general meeting of	paragraphs (1) toand (23) shall be
	shareholders of the Bank. The shares of	resolved by the general meeting of
	the repurchase made by the Bank under	shareholders of the Bank. Where the
	the above mentioned circumstance in	Bank purchases its shares under the
	paragraph (1) shall be cancelled within	circumstances set out in paragraphs
	10 days; the shares of the repurchase	(3), (5) and (6) of the preceding article
	made by the Bank under the above	hereof, it may be resolved by more
	mentioned circumstance in paragraphs	than two-thirds of Directors present at
	(2) and (4) shall be transferred or	the Board meeting in accordance with
	cancelled within 6 months.	the Articles of Association or the
		authorization of the general meeting.
	The amount of repurchased shares made	The shares of the repurchase made by
	by the Bank under the above mentioned	the Bank under the above mentioned
	circumstance in paragraph (3) shall not	circumstance in paragraph (1) shall be
	exceed 5% of the total issued shares of	cancelled within 10 days; the shares of
	the Bank. The consideration for such	the repurchase made by the Bank under
	repurchase shall be deducted from the	the above mentioned circumstance in
	after tax profit of the Bank and such	paragraphs (2) and (4) shall be
	shares shall be transferred to its	transferred or cancelled within 6
	employees within 1 year.	months.
		The encountergrands number of
		The amountaggregate number of
		repurchased shares maderepurchased by the Bank under the abovementioned
		circumstances in paragraph (3), (5) and
		(6) shall not exceed 510% of the total
		issued shares of the Bank and shall be
		transferred or deregistered within
		three years. The consideration for such
		repurchase shall be deducted from the
		after tax profit of the Bank and such
		shares shall be transferred to its
		employees within 1 year.
		emproject within I year.
		In the event of share cancellation, the
		Bank shall apply to the relevant
		authority for registration of the
		change in its registered capital. The
		aggregate nominal value of the
		cancelled shares shall be deducted

from the Bank's registered capital.

No.	Before Amendment	After Amendment
9.	Article 37 Shares repurchased in	
	accordance with the laws by the Bank	
	shall be cancelled within the period	
	prescribed by laws and administrative	
	regulations, and the Bank shall apply to	
	the original company registration	
	authority for registration of the change	Deleted
	of its registered capital.	
	The amount of the Bank's registered	
	share capital shall be reduced by the	
	aggregate par value of those cancelled	
	shares.	
10.	Article 40 Foreign shares listed overseas	Article 4039 Foreign shares listed
	(H shares) listed on the Hong Kong	overseas (H shares) listed on the Hong
	Stock Exchange which was fully paid	Kong Stock Exchange which was fully
	can be transferred freely pursuant to the	paid can be transferred freely pursuant
	Articles of Association. However, unless	to the Articles of Association. However,
	the transfer complies with the following	unless the transfer complies with the
	conditions, the Board may refuse to	following conditions, the Board may
	recognise any transfer documents	refuse to recognise any transfer
	without stating any reasons therefor:	documents without stating any reasons
		therefor:
	(1) any transfer documents and other	
	documents relating to or affecting the	(1) any transfer documents and other
	title to any shares shall be registered and	documents relating to or affecting the
	the fee levied pursuant to the Listing	title to any shares shall be registered and
	Rules shall be paid to the Bank;	the fee levied pursuant to the Rules
	_	Governing the Listing of Securities on
		The Stock Exchange of Hong Kong
		Limited (hereafter referred to as the
		"Listing Rules") shall be paid to the
		Bank;
		I .

No.	Before Amendment	After Amendment
11.	Article 41 Shareholders of foreign shares listed overseas (H shares) listed in Hong Kong shall transfer all or part of the shares by an instrument in writing in any usual or common form or any other form which the Board may approve or standard transfer form specified by the stock exchange in the place where the Bank's shares are listed.	Article 4140 Shareholders of the Bank's foreign shares listed overseas (H shares) listed in Hong Kong shall transfer all or part of the shares by an instrument in writing in any usual or common form or any other form which the Board may approve or standard transfer form specified by the stock exchange in the place where the Bank's shares are listed.
12.	Article 47 The Bank's Party Committee acts as the leadership core and the political core, steering the direction, controlling the overall situation and ensuring the implementation. The number of positions of the Bank's secretary, deputy secretary and members of the Party Committee and the Disciplinary Committee is set according to the approval from senior Party organizations.	Article 4746 The Bank's Party Committee plays a leading role in aets as the leadership core and the political eore, steering the direction, controlling the overall situation and ensuring the implementation. It is mainly responsible for political direction, leadership team, basic system, major decisions and building of the Party. Material matters relating to operation and management shall first be considered and discussed by the Party Committee before they are submitted to the board of directors or the management of the Bank for determination. The Bank ensures that the Party Committee shall be equipped with sufficient staff to deal with the Party affairs and provided with sufficient funds to operate the Party's organization. Meanwhile, the Disciplinary Committee (hereinafter referred to as the "Discipline Committee") shall be set in accordance with the regulations. The number of positions of the Bank's secretary, deputy secretary and members of the Party Committee is set according to the approval from senior Party organizations.

No.	Before Amendment	After Amendment
13.	Article 49 Party Committee of the Bank performs the following duties and responsibilities pursuant to the rules of the Party such as the Constitution of the Communist Party of China:	Article 4948 Party Committee of the Bank performs the following duties and responsibilities pursuant to the rules of the Party such as the Constitution of the Communist Party of China:
	(I) guarantee supervision of the consistent implementation of the Party's direction and policies at the Bank and implementation of the major strategic policies of the Party Central Committee and the State Council and any major deployment in relation to the superior Party organizations;	(I) guarantee supervision of the consistent implementation of the Party's direction and policies of the Party and the State at the Bank and implementation of the major strategic policies of the Party Central Committee and the State Council and any major deployment in relation to the superior Party organizations;
	(II) give advices or recommendations on appointment and removal of major personnel; (IV) take the main responsibility for the comprehensive strengthening of Party discipline, directing ideological and political work, united front work, cultivation of spiritual civilization, cultivation of corporate culture, as well as work of groups such as labour unions and communist youth league;	(II) give advices or recommendations on appointment and removal of major personnelstrengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focus on standards, procedure, evaluation, recommendation and supervision, and uphold the integration of the principle that the Party controlling the personnel, the function of the Board of Directors in the lawful selection of the senior management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management;
		(IV) take the main responsibility for the comprehensive strengthening of Party discipline, directing ideological and political work, united front work, cultivation of spiritual civilization, cultivation of corporate culture, as well as work of groups such as labour unions and communist youth league, and play a leading role in improving the Party's style of work and upholding integrity, and provide support to the Disciplinary Committee in fully performing the supervisory duties;

No.	Before Amendment	After Amendment
14.	Article 55 Each part of the register of	Article 5554 Each part of the register of
	shareholders shall not overlap one	shareholders shall not overlap one
	another. No transfer of the shares	another. No transfer of the shares
	registered in any part of the register	registered in any part of the register
	shall, during the existence of that	shall, during the existence of that
	registration, be registered in any other	registration, be registered in any other
	part of the register of shareholders.	part of the register of shareholders.
	Changes or corrections of each part of	Changes or corrections of each part of
	the register of shareholders shall be	the register of shareholders shall be
	made in accordance with the laws of the	made in accordance with the laws of the
	place where that part of the register of	place where that part of the register of
	shareholders is maintained.	shareholders is maintained.
	Transfer and shift of shares shall be	Transfer and shift of shares shall be
	registered in the stock registration	registered in the stock registration
	institute appointed by the Bank.	institute appointed by the Bank.
15.	Article 56 Registration of change in	Article 5655 Registration of change in
	the H share register of shareholders due	the H share register of shareholders due
	to shares transfer shall not be allowed	to shares transfer shall not be allowed
	within thirty (30) days prior to the date	within thirty (30) days prior to the date
	of a general meeting or within five (5)	of a general meeting or within five (5)
	days before the base date set by the Bank	days before the base date set by the Bank
	for the purpose of distribution of	for the purpose of distribution of
	dividends.	dividends. If the relevant laws and
		regulations and the requirements of
		the securities regulatory authorities of
		the place where the shares of the Bank
		are listed stipulate that no share
		transfer may be entered in the register
		of shareholders prior to the date of a
		shareholders' general meeting or the
		record date set by the Bank for the
		purpose of distribution of dividends,
		such provisions shall prevail.

No.	Before Amendment	After Amendment
16.	Article 62 A shareholder of the Bank is a person who lawfully holds the shares of the Bank and whose name is registered in the register of shareholders.	Article 6261 A shareholder of the Bank is a person who lawfully holds the shares of the Bank and whose name is registered in the register of shareholders.
	A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.	A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.
	When two or more persons are registered as the joint shareholders of any shares, they shall be regarded as the common owners of such shares and subject to the following terms:	When two or more persons are registered as the joint shareholders of any shares, they shall be regarded as the common owners of such shares and subject to the following terms:
	(1) the Bank shall not register more than four (4) persons as the joint shareholders for any shares;	(1) the Bank shall not register more than four (4) persons as the joint shareholders for any shares;
	(2) the joint shareholders of any shares shall assume the joint and several liabilities for all the amounts payable for the relevant shares;	(2) the joint shareholders of any shares shall assume the joint and several liabilities for all the amounts payable for the relevant shares;
	(3) in case one of the joint holders has deceased, only other living persons of the joint shareholders shall be deemed by the Bank to be such persons as having the ownership of the relevant shares. But the Board shall have the right to demand a death certificate of such shareholder which it deems appropriate for the purpose of amending the register of shareholders;	(3) in case one of the joint holders has deceased, only other living persons of the joint shareholders shall be deemed by the Bank to be such persons as having the ownership of the relevant shares. But the Board shall have the right to demand a death certificate of such shareholder which it deems appropriate for the purpose of amending the register of shareholders;
	(4) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the certificate for the relevant shares, to receive the Bank's notices, and to attend and exercise all the voting rights concerning the relevant shares in the general meetings of the Bank. Any notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.	(4) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the certificate for the relevant shares, to receive the Bank's notices, and to attend and exercise all the voting rights concerning the relevant shares in the general meetings of the Bank. Any notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.

No.	Before Amendment	After Amendment
17.	Article 63 The shareholders of the Bank shall be entitled to the following rights (if the Articles of Association have other regulations on the rights of preference shareholders, those other regulations shall apply):	Article 6362 The shareholders of the Bank shall be entitled to the following rights (if the Articles of Association have other regulations on the rights of preference shareholders, those other regulations shall apply):
	(5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including:	(5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including:
	1. to obtain a copy of the Articles of Association, subject to payment of relevant costs;	1. to obtain a copy of the Articles of Association, subject to payment of relevant costs;
	2. to inspect free of charge and copy, subject to payment of a reasonable charge:	2. to inspect free of charge and copy, subject to payment of a reasonable charge:
	(viii) minutes of shareholders' general meeting (for inspection only);	(viii) minutes of shareholders' general meeting (for inspection only);
	Documents set out in Items (i) to (viii) excluding Item (ii) above and any other applicable documents shall be made available by the Bank, according to the requirements of the Listing Rules, at the Company's address in Hong Kong, for the public and shareholders to inspect free of charge.	Documents set out in Items (i) to (viii) excluding Item (ii) above and any other applicable documents shall be made available by the Bank, according to the requirements of the Listing Rules, at the CompanyBank's address in Hong Kong, for the public and shareholders to inspect free of charge.

Before Amendment After Amendment No. Article 6564 Substantial shareholders 18. Article 65 Substantial shareholders shall truthfully, accurately and completely shall truthfully, accurately disclose the particulars of any connected completely disclose the particulars of parties to the Board of Directors, and any connected related parties to the Board of Directors, and undertake to undertake to promptly report to the Board of Directors if there is any change promptly report to the Board of the connected relationship. Directors if there is any change in the Shareholders, particularly substantial connected relationship. Shareholders, shareholders, shall support the Board of particularly substantial shareholders, Directors in formulating reasonable shall support the Board of Directors in capital plans, in order to meet the capital formulating reasonable capital plans, in regulatory requirements on a continuous order to meet the capital regulatory requirements on a continuous basis. basis. When the capital adequacy ratio of the Bank fails to meet the regulatory When the capital adequacy ratio of the shareholders Bank fails to meet the regulatory requirements, shall formulate a capital restoration plan requirements, shareholders shall formulate a capital restoration plan where the capital adequacy ratio will meet the regulatory requirements within where the capital adequacy ratio will a limited time frame and restore capital meet the regulatory requirements within by increasing core capital and other a limited time frame and restore capital by increasing core capital and other means. Substantial shareholders shall not prevent other shareholders from means. Substantial shareholders shall not prevent other shareholders from injecting capital or eligible shareholders from investing in the Bank. As part of injecting capital or eligible shareholders the Bank's capital plans, the substantial from investing in the Bank. As part of shareholders shall also inject additional the Bank's capital plans, the substantial capital to the Bank for capital shareholders shall also inject additional restoration when necessary, and make capital to the Bank for capital long-term undertakings in writing to restoration when necessary, and make restore the capital of the Bank. long-term undertakings in writing to inject additional capital to the Bank when necessary for restore replenishing the capital of the Bank.

No.	Before Amendment	After Amendment
19.	Article 70 Shareholders of the Bank	Article 7069 Shareholders of the Bank
	shall perform the following obligations	shall perform the following obligations
	(if the Articles of Association have other	(if the Articles of Association have other
	regulations on the rights of preference	regulations on the rights of preference
	shareholders, those other regulations	shareholders, those other regulations
	shall apply):	shall apply):
	(1) to abide by laws, administrative	(1) to abide by laws, administrative
	regulations and the Articles of	regulations and the Articles of
	Association;	Association;
	(2) to pay share capital according to the	(2) to fulfill their obligations of
	number of shares subscribed and the	integrity and ensure that the
	method of subscription;	shareholders' qualification and
		information submitted by them is
	(3) not to withdraw the shares unless	true, complete and effective, and shall
	required by the laws and administrative	bear the consequences of providing
	regulations;	false information or false statements
		under the laws;
	(4) shareholders shall report to the	
	Board of Directors timely, truly and	(23) to pay share capital according to the
	completely the situations of connected	number of shares subscribed and the
	enterprises, the connected relationship	method of subscription;
	with other shareholders, situations of	_
	other commercial banks which they hold	(4) to purchase shares of the Bank
	shares and situations of its related	with their own funds and ensure the
	transaction with the Bank and other	fund are obtained from legal sources,
	information;	rather than entrusted funds, debt
		funds and other funds not owned by
	(5) not to obtain inappropriate interests,	themselves, unless otherwise
	and not to interfere with the decision-	prescribed by laws and regulations as
	making and management power and	well as the regulatory requirements;
	rights of the board of directors and	
	senior management of the Bank	(5) the shareholding percentage and
	conferred by this Articles of Association	the number of equity holders shall
	and shall not interfere with the operation	comply with the regulatory
	and management of the Bank without	requirements, and shall not appoint
	relying on the board of directors and	others to hold shares of the Bank or
	senior management;	hold on behalf of others the shares of
		the Bank;

No.	Before Amendment	After Amendment
	(6) not to abuse their shareholders'	(36) not to withdraw the shares unless
	rights to harm the interests of the Bank	required by the laws and administrative
	or other shareholders; and not to abuse	regulations;
	the independent legal person status of	
	the Bank and the limited liability of	(47) shareholders shall report to the
	shareholders to harm the interests of any	Board of Directors timely, truly and
	creditor of the Bank; shareholders of the Bank who abuse their shareholder's	completely the situations of connected
	rights and thereby cause loss on the	enterprises, the connected relationship with other shareholders, situations of
	Bank or other shareholders shall be	other commercial banks which they hold
	liable for indemnity according to the	shares and situations of its related
	law; where shareholders of the Bank	transaction with the Bank and other
	abuse the Bank's position as an	informationaccording to laws and
	independent legal person and the limited	regulations as well as regulatory
	liability of shareholders for the purposes	requirements, report to the Bank
	of evading repayment of debts, thereby	truthfully, among others, the financial
	materially impairing the interests of the	information, shareholding structure,
	creditors of the Bank, such shareholders	source of capital, controlling
	shall be jointly liable for the debts owed	shareholder, de facto controller,
	by the Bank;	related parties, parties acting in
	(7) to sofooyend interests and respection	concert, ultimate beneficial owners,
	(7) to safeguard interests and reputation of the Bank and to provide support for	and investments in other financial institutions;
	the Bank's legal operation;	institutions,
	the Bunk's legal operation,	(8) according to laws and regulations
	(8) other obligations imposed by laws,	as well as regulatory requirements,
	administrative regulations, relevant	timely report to the Bank in writing
	supervisory authorities and the Articles	any changes in the controlling
	of Association.	shareholder, de facto controller,
		related parties, parties acting in
	Shareholders are not liable to make any	concert and ultimate beneficial
	further contribution to the share capital	owners of the relevant shareholder;
	other than as agreed by the subscribers	(0)
	of the relevant shares on subscription.	(9) according to laws and regulations
		as well as regulatory requirements, timely report to the Bank in writing
		the merger, division, imposition of
		regulatory measures on the relevant
		shareholder such as suspension of
		business, designation of trustee,
		takeover or revocation on it, or its
		process of dissolution, bankruptcy or
		liquidation, or any changes in its legal
		representative, company name,
		operating place, operating scope and
		other major matters;

No.	Before Amendment	After Amendment
		(10) according to laws and regulations as well as regulatory requirements, timely report to the Bank in writing any occurrence where the shares of the Bank held by the shareholder are involved in litigation, arbitration, imposition of legal enforcement by judicial bodies, pledges or release of pledges;
		(11) the shareholder's transfer of or pledge over the shares in the Bank, or entering into of any related-party transactions with the Bank, shall abide by laws and regulations as well as regulatory requirements without prejudicing the interests of other shareholders and the Bank;
		(512) not to obtain inappropriate interests, and not to interfere with the decision-making and management power and rights of the board of directors and senior management of the Bank conferred by this Articles of Association and shall not interfere with the operation and management of the Bank without relying on the board of directors and senior management;
		(613) the shareholder and its controlling shareholder or de facto controller shall not to abuse their shareholders' rights or related relations to harm the legal interests of the Bank, other shareholders and interested parties; and not to abuse the independent legal person status of the Bank and the limited liability of shareholders to harm the interests of any creditor of the Bank; shareholders of the Bank who abuse their shareholder's rights and thereby cause loss on the Bank or other shareholders shall be liable for indemnity according to the law; where shareholders of the Bank abuse the Bank's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Bank, such shareholders shall be jointly liable for the debts owed by the Bank;

No.	Before Amendment	After Amendment
		(714) to safeguard interests and reputation of the Bank and to provide support for the Bank's legal operation;
		(15) to cooperate with the regulators in carrying out any investigation and risk handling in the event of occurrence of any risk event involving the Bank or any major violation of regulations by the Bank;
		(816) other obligations imposed by laws, administrative regulations, relevant supervisory authorities and the Articles of Association.
		Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.
		Shareholders shall assume relevant responsibilities and obligations according to the corresponding system for loss absorption and risk mitigation in the event of occurrence of any major risk of the Bank.
20.	Article 73 Shareholders of the Bank who create pledge on the shares of the Bank for itself or for others, shall strictly comply with the requirements of laws and regulations and supervisory authorities, and shall give prior notice to the Board of Directors.	Article 7372 Shareholders of the Bank who create pledge on the shares of the Bank for itself or for others, shall strictly comply with the requirements of laws and regulations and supervisory authorities, and shall give prior notice to the Board of Directors. Shareholders, especially substantial shareholders,
	The office of the Board of Directors or other department designated by the Board of Directors shall be responsible for the daily work of the collection, filing and reporting of the information in relation to the pledge of the Bank's shares.	shall inform the Board of Directors of the Bank in advance before transferring their domestic shares. The office of the Board of Directors or other department designated by the Board of Directors shall be responsible for the daily work of the collection, filing and reporting of the information in relation to the pledge of the Bank's shares and information on equity transfer.

No.	Before Amendment	After Amendment
21.	Article 77 The shareholders' general	Article 7776 The shareholders' general
	meeting is the organ of power of the	meeting is the organ of power of the
	Bank which exercises the following	Bank which exercises the following
	functions and powers according to law:	functions and powers according to law:
	(9) adopting resolutions on issuing bonds of the Bank;	(9) adopting resolutions on the listing of the Bank;
	(10) make resolution on merger, division, dissolution and liquidation or form change of the Bank;	(910) adopting resolutions on issuing bonds of the Bank;
		(11) adopting resolutions on the
	(11) modifying the Articles of Association;	acquisition of the Bank's shares in accordance with the provisions of
	Association,	laws;
	(12) adopting resolution on engagement,	14.113,
	dismissing or discontinuing the	(1012) make resolution on merger,
	appointment of an accounting firm;	division, dissolution and liquidation or
		form change of the Bank;
	(13) examining fixed assets investments,	
	external guarantees, external	(1113) modifying the Articles of
	investments, and connected transaction	Association;
	matters which should be submitted to the	
	shareholders' general meeting for	(14) consider and approve the rules of
	examination in accordance with the	procedures for shareholders' meeting,
	relevant laws, administrative	the board of directors and the board
	regulations, departmental regulations,	of supervisors of the Bank;
	provisions of the securities regulators	
	where the Bank's stocks are listed for	(1215) adopting resolution on
	trading as well as the Bank's Articles of	engagement, dismissing or
	Association and other internal system	discontinuing the appointment of an
	rules;	accounting firm which carries out
		statutory audit on the financial
	(14) examining temporary proposals put	reports of the Bank on a regular basis;
	forward by the shareholders who hold	
	than 3% of the total voting shares of the	
	Bank individually or jointly;	
	(15) examining and approving changes	
	in use of the raised capital;	

No.	Before Amendment	After Amendment
	(16) examining and approving equity incentive plans;	(1316) examining fixed assets investments, external guarantees, external investments, and connected
	(17) determining the issuance of preference shares; determining or authorising the Board to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends; (18) examining other matters which	transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Bank's stocks are listed for trading as well as the Bank's Articles of Association and other internal system
	shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Bank's stocks are listed for trading, the Articles of Association, and the	rules; (1417) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Bank individually or jointly;
	Bank's other internal rules.	(1518) examining and approving changes in use of the raised capital;
		(1619) examining and approving the proposal on equity incentive plans;
		(1720) determining the issuance of preference shares; determining or authorising the Board to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;
		(1821) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Bank's stocks are listed for trading, the Articles of Association, and the Bank's other internal rules.

No.	Before Amendment	After Amendment
22.	Article 80 The Bank shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:	Article 8079 The Bank shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:
	(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;	(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;
	(2) The Bank's loss not made up reaches one third (1/3) of the total paid-in equity;	(2) The Bank's loss not made up reaches one third (1/3) of the total paid-in equity;
	(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Bank individually or jointly held;	(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Bank individually or jointly held;
	(4) The Board of directors deems it as necessary;	(4) The Board of directors deems it as necessary;
	(5) The Board of supervisors proposes to convene;(6) Other circumstances stipulated by	(5) The convening of the meeting at the requisition of more than half of and no less than two (2) independent directors;
	laws, administrative regulations, departmental regulations or the Articles of Association.	(56) The Board of supervisors proposes to convene;
	The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.	(67) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association.
		The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.

No.	Before Amendment	After Amendment
23.	New	Article 80 Where the annual general meeting or the extraordinary general meeting of the Bank fail to be convened within the time of period prescribed by laws, it shall report to the regulatory authorities in writing with reasons.
24.	Article 81 The location for the Bank to convene a shareholders' general meeting shall be the Bank's domicile or other places specified in the notice of the shareholders' general meeting.	Article 81 The location for the Bank to convene a shareholders' general meeting shall be the Bank's domicile or other places specified in the notice of the shareholders' general meeting.
	The shareholders' general meeting will set up an assembly room and be held in the form of live meeting. The Bank may also provide network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.	The shareholders' general meeting will set up an assembly room and be held in the form of live meeting. The Bank may also provide safe, economical and convenient network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.
25.	Article 83 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders. The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene a shareholders' general meeting, it shall explain the reasons and make a public notice.	Article 83 The Board of Directors shall have the right to call general meetings. More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders. The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene a shareholders' general meeting, it shall explain the reasons and make a public notice.

No.	Before Amendment	After Amendment
26.	Article 90 Where the Bank convenes a	Article 90 Where the Bank convenes a
	shareholders' general meeting, the board	shareholders' general meeting, the board
	of directors, the board of supervisors	of directors, the board of supervisors
	and the shareholders that solely or	and the shareholders that solely or
	collectively hold three percent (3%) or	collectively hold three percent (3%) or
	more of the voting shares of the Bank	more of the voting shares of the Bank
	may put forward a proposal to the Bank.	may put forward a proposal to the Bank.
	The shareholders that solely or collectively hold three percent (3%) or more of the voting shares of the Bank may put forward an interim proposal and submit it to the convener in written form within ten (10) days before the meeting is held. The convener shall issue a supplementary notice on the meeting and announce the contents of the interim proposal within two (2) days upon receipt of the aforesaid proposal.	The shareholders that solely or collectively hold three percent (3%) or more of the voting shares of the Bank may put forward an interim proposal and submit it to the convener in written form within ten (10) days before the meeting is held. The convener shall issue a supplementary notice on the meeting and announce the contents of the interim proposal within two (2) days upon receipt of the aforesaid proposal.
	If the listing rules state otherwise where the Bank's stocks are listed, the contents shall meet the rules as well.	If the listing rules state otherwise where the Bank 's stocks are listed, the contents shall meet the rules as well.
27.	Article 91 Where the Bank shall convene a shareholders' general meeting, the Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five (45) days before the meeting. Shareholders intend to attend the meeting shall submit their written replies to the Bank twenty (20) days before the meeting.	Article 91 Where the Bank shall convene a shareholders' general meeting, notice stating the date and place of and matters to be considered at the meeting shall be given to all shareholders twenty (20) days before the meeting. Notice of extraordinary general meetings shall be given to all shareholders fifteen (15) days prior to the meetingthe Bank shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location forty-five (45) days before the meeting. Shareholders intend to attend the meeting shall submit their written replies to the Bank twenty (20) days before the meeting.

No.	Before Amendment	After Amendment
28.	Article 92 The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting according to the received written replies twenty (20) days before the shareholders' general meeting. Where the number of voting shares represented by the shareholders intending to attend the meeting reaches more than half (1/2) of the total number of voting shares, the Bank can convene a shareholders' general meeting; where it fails, the Bank shall inform the shareholders on the matters to be examined, assembly date and location again within five (5) days in the form of public notice, after the notification, the Bank can convene a shareholders' general meeting.	Deleted
29.	An extraordinary general meeting of shareholders may not decide any matters not stated in the notice. Article 93 A notice of the shareholders'	Article 9392 A notice of the
	general meeting shall comply with the following requirements:	shareholders' general meeting shall comply with the following requirements:
	(1) be in writing;	(1) be in writing;
	(2) state the time, venue, duration and form of the meeting;	(2) state the time, venue, duration and form of the meeting;
	(3) state the matters to be considered at the meeting and the proposals;	(3) state the matters to be considered at the meeting and the proposals;
	(4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Bank proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Bank in any other way;	(4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Bank proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Bank in any other way;

No.	Before Amendment	After Amendment
30.	Article 95 Unless otherwise required by	Article 9594 Unless otherwise required
	relevant laws, regulations, listing rules	by relevant laws, regulations, listing
	of place(s) where the Bank's shares are	rules of place(s) where the Bank's
	listed or the Articles of Association, the	shares are listed or the Articles of
	notice, information or written statement	Association, the notice, information or
	for the shareholders' general meeting	written statement for the shareholders'
	shall be served on the shareholders	general meeting shall be served on the
	entitled to attend (whether or not	shareholders entitled to attend (whether
	entitled to vote at the general meeting)	or not entitled to vote at the general
	by special appointed person or prepaid	meeting) by special appointed person or
	mail, or publication on our website or	prepaid mail, or publication on our
	other methods stipulated in the Articles	website or other methods stipulated in
	of Association. The recipient address in	the Articles of Association. The
	the register of shareholders shall prevail.	recipient address in the register of
	For the holders of domestic shares, the	shareholders shall prevail. For the
	notice of the shareholders' general	holders of domestic shares, the notice of
	meeting may be issued in the form of	the shareholders' general meeting may
	public notice.	be issued in the form of public notice.
	The public notice in the preceding	The public notice in the preceding
	paragraph shall be published in one or	paragraph shall be published in one or
	more newspapers designated by the	more newspapers designated by the
	securities regulatory authority of the	securities regulatory authority of the
	State Council between forty-five (45) to	State Council between forty-fivetwenty
	fifty (50) days before the date of the	(4520) to fiftytwenty five (5025) days
	general meeting. After the publication of	before the date of the annual general
	such notice, the holders of domestic	meeting or fifteen (15) to twenty (20)
	shares shall be deemed to have received	days before the date of the
	the notice of the relevant shareholders'	extraordinary general meeting. After
	general meeting.	the publication of such notice, the
		holders of domestic shares shall be
		deemed to have received the notice of
		the relevant shareholders' general
		meeting.

No.	Before Amendment	After Amendment
31.	Article 103	Article 103 102
31.	Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders' general meeting or any category shareholders meeting; However, if more than one person obtain authorisation, the power of attorney shall contain the involved number and category of shares for which such persons are authorised, the authorised persons can represent the recognised clearing house (or its proxy) to exercise its right, as if the persons are the Bank's individual shareholders.	Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders' general meeting or any category shareholders meeting; However, if more than one person obtain authorisation, the power of attorney shall contain the involved number and category of shares for which such persons are authorised, the authorised persons can represent the recognised clearing house (or its proxy) to exercise its right, as if the persons are the Bank 's individual shareholders.
32.	Article 110 Resolutions of the shareholders' general meeting include ordinary and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) present at the meeting. Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting.	Article 110109 Resolutions of the shareholders' general meeting include ordinary and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) present at the meeting. Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting.

No.	Before Amendment	After Amendment
33.	Article 111 The following matters shall	Article 111110 The following matters
	be passed by ordinary resolution by the	shall be passed by ordinary resolution by
	shareholders' general meeting:	the shareholders' general meeting:
	(1) The work report of the Board of	(1) The work report of the Board of
	Directors and the Board of Supervisors;	Directors and the Board of Supervisors;
	(2) The profit distribution plan and loss make-up plan proposed by the Board of Directors;	(2) The profit distribution plan and loss make-up plan proposed by the Board of Directors;
	2 11000015,	2.1000013,
	(3) Appointment and removal and	(3) Appointment and removal (except
	remuneration and payment methods of	for removal of independent directors)
	the members of the Board of Directors	and remuneration and payment methods
	and the Board of Supervisors;	of the members of the Board of Directors and the Board of Supervisors;
	(4) The Bank's annual budget and final	
	accounts report, balance sheet, profits	(4) The Bank's annual budget and final
	statement and other financial statements;	accounts report, balance sheet, profits statement and other financial statements;
	(5) The Bank's annual report;	
		(5) The Bank's annual report;
	(6) Examination of changes in the way	
	of using raised capital;	(6) Examination of changes in the way of using raised capital;
	(7) Other matters other than those stated	
	to be passed by special resolutions by	(7) Other matters other than those stated
	the laws, administrative regulations or	to be passed by special resolutions by
	the Articles of Association.	the laws, administrative regulations,
		provisions of the securities regulatory
		authorities of the place where the
		Bank's shares are listed or the Articles of Association.

No.	Before Amendment	After Amendment
34.	Article 112 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting:	Article 412111 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting:
	(1) Increase or reduction of the Bank's share capital and issuance of any category of shares, warrants or other similar securities;	(1) Increase or reduction of the Bank's share capital and issuance of any category of shares, warrants or other similar securities;
	(2) Issuance of the Bank's bonds or listing;	(2) Issuance of the Bank's bonds or listing;
	(3) Division, merger, dissolution and liquidation or form change of the Bank;	(3) Division, merger, dissolution and liquidation or form change of the Bank;
	(4) Amendment of the Articles of Association;	(4) Amendment of the Articles of Association;
	(5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Bank's stocks are listed as well as the provisions of the Articles of Association and other internal system; (6) Equity incentive plan;	(5) Removal of independent directors; (56) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the localityplace where the Bank's stocks are listed as well as the provisions of the Articles of Association and other internal system;
	(7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Bank shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Bank and require adoption by way of a special resolution.	(67) Consideration and approval of the proposal on equity incentive plan; (78) Other matters prescribed into be passed by special resolutions by the laws, and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality place where the Bank's shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Bank and require adoption by way of a special resolution.

No.	Before Amendment	After Amendment
35.	Article 114 In case the shareholders' general meeting examines matters relating to connected transactions, the associated shareholder shall withdraw from the voting, its voting shares shall not be included in the total amount of valid voting shares. The resolution announcement of the shareholders' general meeting shall be given full disclosure of non-related shareholders' vote. While the shareholders' general meeting examines connected transactions matters, the related shareholders shall withdraw from the voting; where the meeting need the connected shareholders to give explanations, the connected shareholders bear the duty and obligation to make truthful explanation in the meeting. The meeting presider shall announce at the beginning of the meeting where there are matters that connected shareholders shall withdraw from voting. Connected shareholder can withdraw by himself/herself, or any other shareholder attending the shareholders' general meeting can put forward withdrawing requests.	Article 114113 In case the shareholders' general meeting examines matters relating to related/connected transactions, the related/connected shareholder (hereafter referred to as the "associatedrelated shareholder") shall withdraw from the voting, its voting shares shall not be included in the total amount of valid voting shares. The resolution announcement of the shareholders' general meeting shall be given full disclosure of non-related shareholders' vote. While the shareholders' general meeting examines connected transactions matters, the related shareholders shall withdraw from the voting; where the meeting need the eonnectedrelated shareholders to give explanations, the eonnectedrelated shareholders bear the duty and obligation to make truthful explanation in the meeting. The meeting presider shall announce at the beginning of the meeting where there are matters that eonnectedrelated shareholders shall withdraw from voting. ConnectedRelated shareholder can withdraw by himself/herself, or any other shareholder attending the
36.	Article 128 Where counting of votes is held at a shareholders' general meeting, the result of the counting shall be recorded in the minutes of the meeting.	forward withdrawing requests. Article 128127 Where counting of votes is held at a shareholders' general meeting, the result of the counting shall be recorded in the minutes of the meeting.
	The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies' power of attorneys shall be kept at the Bank's domicile.	The minutes shall be signed by the person who presides the meeting and the Directors present at the meeting. The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies' power of attorneys shall be kept as permanent records at the Bank's domicile.

No.	Before Amendment	After Amendment
37.	Article 132 Where the shareholders'	Article 132131 Where the shareholders'
	general meeting adopts the proposal on	general meeting adopts the proposal on
	the election of relevant directors or	the election of relevant directors or
	supervisors, the post-taking time of the	supervisors, the post-taking time of the
	newly appointed directors or supervisors	newly appointed directors or supervisors
	shall be calculated from the date when	shall be calculated from the date when
	the resolution of the shareholders'	the resolution of the shareholders'
	general meeting is adopted.	general meeting is adopted and the
		qualification approval for
		appointment is legally obtained from
		the regulatory authorities.
38.	Article 139 If the Bank intends to	Article 139138 If the Bank intends to
	convene a meeting of classified	convene a meeting of classified
	shareholders, it should issue a written	shareholders shareholders' class
	notice forty-five (45) days in advance to	meeting , it should issue a written notice
	inform all registered shareholders under	forty-five (45) days in advance twenty
	this category about the issues to be	(20) days before the annual general
	reviewed at the meeting, meeting date	meeting or fifteen (15) days before the
	and meeting place. The shareholders	extraordinary general meeting to
	who intend to attend the meeting shall	inform all registered shareholders under
	send their written replies of attendance	this category about the issues to be
	to the Bank twenty (20) days before the	reviewed at the meeting, meeting date
	meeting is held.	and meeting place. The shareholders
		who intend to attend the meeting shall
	If the number of shares with voting right	send their written replies of attendance
	on the meeting held by shareholders who	to the Bank twenty (20) days before the
	intend to attend meeting reaches more	meeting is held.
	than half of the total number of the	
	shares of such category with voting right	If the number of shares with voting right
	at the meeting, the Bank may convene a	on the meeting held by shareholders who
	meeting of classified shareholders; if	intend to attend meeting reaches more
	not, the Bank should, within five (5)	than half of the total number of the
	days, notify shareholders, through	shares of such category with voting right
	public notice, the issues to be reviewed	at the meeting, the Bank may convene a
	at the meeting, meeting date and place,	meeting of classified shareholders; if
	and then the Bank may convene a	not, the Bank should, within five (5)
	meeting of classified shareholders.	days, notify shareholders, through
		public notice, the issues to be reviewed
		at the meeting, meeting date and place,
		and then the Bank may convene a
		meeting of classified shareholders.

No.	Before Amendment	After Amendment
39.	Article 142 The directors of the Bank are natural persons. The directors of the Bank must have the service qualifications serving as directors required by China Banking Regulatory Commission, and only serve as directors of the Bank after their service qualifications are examined and approved by the banking regulatory authority of the State Council.	Article 142141 The directors of the Bank are natural persons. The directors of the Bank must have the service qualifications serving as directors required by China Banking Regulatory Commission—the banking regulatory and administrative authorities under the State Council, and only serve as directors of the Bank after their service qualifications—are examined and approved by the banking regulatory authority of the State Council.
40.	Article 143 The directors are elected or replaced by the shareholders' general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting cannot remove a director from his/her post without cause. The directors of the Bank need not hold shares of the Bank.	Article 143142 The directors are elected or replaced by the shareholders' general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting cannot remove a director from his/her post without cause. The directors of the Bank need not hold shares of the Bank.
	The term of office of directors is from the date of the resolution passed by the shareholders' general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association	The term of office of directors is from the date of when the resolution is passed by the shareholders' general meeting and the qualification approval for appointment is obtained from the regulatory authorities, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and
	Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders' general meeting may remove any director (including the general manager director and other executive directors) before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).	the Articles of Association. Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders' general meeting may remove any director (except independent directors) (including the general manager director and other executive directors) before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).

any contract are not affected).

No.	Before Amendment	After Amendment
41.	Article 144 The general procedures for	Article 144143 The general procedures
	nomination and election of directors are	for nomination and election of directors
	as follows:	are as follows:
	(1) For the directors to be elected and appointed by the general meeting of the Bank, according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors. Shareholders individually or jointly holding three percent (3%) or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors. Such nomination shall comply with the requirements of the Articles of Association and the number of candidates nominated shall not exceed the numbers of directors to	(1) For the directors to be elected and appointed by the general meeting of the Bank, according to the number of persons to be elected and in accordance with the Articles, a list of nominated candidates for directors can be drawn up by the nomination and remuneration committee of the preceding Board of Directors. Shareholders individually or jointly holding three percent (3%) or more of the total issued shares with voting rights of the Bank may also nominate candidates for directors to the Board of Directors. Such nomination shall comply with the requirements of the Articles of Association and the number of candidates nominated shall not exceed the numbers of directors to
	Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates shall not, on principle, exceed the one-third (1/3) of the total number of directors on the Board of Directors;	Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the eandidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates related parties shall not, on principle, exceed the one-third (1/3) of the total number of directors on the Board of Directors;

**		A 6: A 7
No.	Before Amendment	After Amendment
42.	Article 146 The directors shall comply	Article 146145 The directors shall
	with the laws, administrative regulations	comply with the laws, administrative
	and the Articles of Association, and bear	regulations and the Articles of
	the following diligence obligations to	Association, and bear the following
	the Bank:	diligence obligations to the Bank:
	(1) shall cautiously, carefully and diligently exercise the rights conferred by laws and the Articles of Association, in order to ensure the Bank's business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license; (2) shall be fair to all shareholders;	(1) shall cautiously, carefully and diligently exercise the rights conferred by laws and the Articles of Association; and guarantee sufficient time and efforts to perform his duties in order to ensure the Bank's business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license;
	(3) shall carefully read the business, financial reports of the Bank, timely understand the business operations and management of the Bank;	(2) shall be accountable to all shareholders and the Bank and be fair to all shareholders when performing their duties;
	(4) shall sign a written confirmation to the Bank's periodic reports, to ensure that the information disclosed by the Bank is true, accurate and complete; (5) personally excise the legally	(3) shall carefully read the business, financial reports of the Bank, timely understand the business operations and management of the Bank and have the power to require the senior management to provide the relevant
	conferred disposal right of the Bank,	information that gives full, timely and
	shall not be manipulated by others;	accurate view on the operation and
	without the permit of laws, regulations	management of the Bank or explain
	or without the approval of shareholders'	the relevant matters thereof;
	general meeting upon informed	,
	circumstances, shall not grant the	(4) attend the meetings of the Board of
	disposal right to others for exercise;	Directors in a timely manner, fully
	, , , , , , , , , , , , , , , , , , , ,	review the matters to be resolved by
	(6) shall truthfully provide relevant	the Board of Directors, give
	information and data to the Board of	independent, professional and
	Supervisors, and shall not prevent the	objective opinions, cast votes
	exercise of functions and powers of the	independently at his/her prudent
	Board of Supervisors or the supervisors;	discretion and take responsibilities for

the resolutions of the board;

No.	Before Amendment	After Amendment
	(7) actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws and regulations, and grasp relevant	(45) shall sign a written confirmation to the Bank's periodic reports, to ensure that the information disclosed by the Bank is true, accurate and complete;
	knowledge that shall be possessed as a director;	(56) personally excise the legally conferred disposal right of the Bank, shall not be manipulated by others;
	(8) be diligent and fulfil duties, and maintain the financial security of the Bank;	without the permit of laws, regulations or without the approval of shareholders' general meeting upon informed circumstances, shall not grant the
	(9) other diligence obligations stipulated by laws, administrative regulations, and	disposal right to others for exercise;
	departmental rules and the Articles of Association.	(67) shall truthfully provide relevant information and data to the Board of Supervisors, and shall not prevent the exercise of functions and powers of the Board of Supervisors or the supervisors;
		(8) supervise the implementation of the resolutions of the general meetings and the board meetings by the senior management;
		(79) actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws and regulations, and grasp relevant knowledge that shall be possessed as a directorperpetuate their professional competence and capability essential to perform their duties;
		(810) be diligent and fulfil duties, and maintain the financial security of the Bank;
		(11) follow high standards of professional ethnics and give consideration to the legal interests of the interested parties;
		(912) other diligence obligations stipulated by laws, administrative regulations, and departmental rules and the Articles of Association.

No.	Before Amendment	After Amendment
43.	Article 147 The directors shall attend	Article 147146 The directors shall
	Board meetings earnestly and	attend Board meetings earnestly and
	responsibly, and shall propose motions	responsibly, and shall propose motions
	or address their opinions in an	or address their opinions in an
	independent, professional and objective	independent, professional and objective
	manner.	manner.
	A director shall spend sufficient time to	A director shall spend sufficient time to
	carry out their duties. A director shall	carry out their duties. An independent
	work in the Bank for no less than fifteen	director shall work in the Bank for no
	(15) working days each year. A director	less than fifteen (15) working days each
	who is a member of the audit committee,	year. A director who is a member of the
	or the principal of the related-party	audit committee, or the principal of the
	transactions control committee and the	related-party transactions control
	risk management committee shall work	committee and the risk management
	in the Bank for no less than twenty-five	committee shall work in the Bank for no
	(25) working days each year.	less than twenty-five (25) working days
		each year.
	Directors shall attend at least two-thirds	
	(2/3) of the Board meetings in person	Directors shall attend at least two-thirds
	each year. A director may appoint, in	(2/3) of the on-site Board meetings in
	writing, another director to vote on their	person each year. A director may
	behalf if unable to attend a Board	appoint, in writing, another director to
	meeting in person. Such an appointing	vote on their his or her behalf if unable
	director shall independently assume	to attend a Board meeting in person.
	legal liability.	However, an independent director
		may not appoint a non-independent
		director to vote on his or her behalf.
		Such an appointing director shall
		independently assume legal liability.
		One director may, on principle, act on
		their behalf for not more than
		2 directors who are not present at the
		board meeting in person. When
		considering any related transactions,
		a non-related director may not
		appoint the related director(s) to
		attend the meeting on his or her
		behalf.

No.	Before Amendment	After Amendment
44.	Article 149 Where the number of the	Article 149148 Where the number of the
	directors in the Board of Directors of the	directors in the Board of Directors of the
	Bank is less than the statutory number	Bank is less than the statutory number or
	due to the resignation of a director	less than two-thirds (2/3) of the
	within his term of office, such director	number that required by the Articles
	shall, until a new director is elected,	of Association due to the resignation of
	continue to perform his duty as a	a director within his term of office, such
	director in accordance with laws,	director shall, until a new director is
	administrative regulations, and	elected, continue to perform his duty as
	departmental rules and the Articles of	a director in accordance with laws,
	Association.	administrative regulations, and
		departmental rules and the Articles of
	Except as provided in the preceding	Association. Any director of a bank
	clauses, the resignation of directors shall	and insurance institution that is
	come into force upon the delivery of the	dealing with major risks should not
	resignation report to the Board of	resign without the approval of
	Directors.	regulatory authority.
	When the number of vacancy of	Except as provided in the preceding
	directors does not exceed the minimum	clauses, the resignation of directors shall
	quorum, the Board of Directors have the	come into force upon the delivery of the
	power to appoint any director to fill in	resignation report to the Board of
	such temporary vacancy and the term of	Directors.
	such temporary director shall be	
	terminated until the convening of the	When the number of the directors in
	next general meeting and he/she is	the Board of Directors is less than the
	eligible for re-election.	minimum number stipulated in the
		Company Law or the minimum
		number required for voting by the
		Board of Directors due to the removal
		of directors by the shareholders'
		general meeting or death, the loss of
		independence and resignation of
		independent directors, or other
		circumstances that cannot perform
		the duties of directors, the powers of
		the Board of Directors shall be
		exercised by the shareholders' general
		meetings until the number of the
		directors in the Board of Directors
		meets the minimum quorum.

No.	Before Amendment	After Amendment
		When the term of office of directors
		expires, or the number of the directors
		in the Board of Directors is less than
		the minimum number specified in the
		Company Law or two-thirds (2/3) of
		the number required by the Articles of
		Association, the Bank shall promptly
		conduct the procedures for the
		election of directors and convene a
		shareholders' general meeting for the
		election of directors. When the number
		of vacancy of directors does not exceed
		the minimum quorum, the Board of
		Directors have the power to appoint any
		director to fill in such temporary
		vacancy and the term of such temporary
		director shall be terminated until the
		convening of the next general meeting
		and he/she is eligible for re-election.
45.	Article 156 Independent directors of the	Article 156155 Independent directors of
	Bank refer to the directors that do not	the Bank refer to the directors that do
	hold any position other than the	not hold any position other than the
	directors and the members of the special	directors and the members of the special
	committee of the Board of Directors,	committee of the Board of Directors,
	and have no relationship with the Bank	and have no relationship with the Bank
	and major shareholders which possibly	and major shareholders, and the actual
	impedes his independent and objective	controllers which possibly impedes his
	judgment. Independent directors shall	independent and objective judgment.
	meet the following basic requirements:	Independent directors shall meet the
		following basic requirements:
	(1) in accordance with the laws,	
	regulations and other relevant	(1) in accordance with the laws,
	regulations, have the qualifications to be	regulations and other relevant
	serving as directors of the Bank;	regulations, have the qualifications to be
		serving as directors of the Bank;
	(2) perform the duties independently, not	
	affected by the main shareholders, actual	(2) perform the duties independently, not
	controllers, or other units or individuals	affected by the main shareholders, actual
	that have interests with the Bank;	controllers, or other units or individuals
		that have interests with the Bank;

No.	Before Amendment	After Amendment
46.	Article 158 A staff member from a	Article 158157 A staff member from a
	government authority shall not	government authority shall not
	concurrently serve as an independent	concurrently serve as an independent
	director of the Bank, and an independent	director of the Bank, and. The
	director shall not hold positions in more	independent directors of the Bank may
	than two (2) commercial banks at the	act as an independent director in no
	same time.	more than five (5) domestic and
		overseas companies at the same time
	An independent director shall, before	and shall not hold positions in more
	holding a position in other non-	than two (2) commercial banks at the
	commercial financial institutions,	same time.
	inform the Bank of such facts and	
	confirm that there is no conflict of	An independent director shall, before
	interest between such a position and	holding a position in other non-
	their position in the Bank.	commercial financial institutions,
		inform the Bank of such facts and
	The term of service of an independent	confirm that there is no related
	director shall be the same as that of other	relationships and conflict of interest
	directors of the Bank and may be re-	between such a position and their
	elected and re-appointed upon the	position in the Bank.
	expiration of their term of office,	
	provided that such term of office shall	The term of service of an independent
	not be more than six (6) years on an	director shall be the same as that of other
	accumulative basis.	directors of the Bank and may be re-
		elected and re-appointed upon the
		expiration of their term of office,
		provided that such term of office in the
		Bank of the independent directors
		shall not be more than six (6) years on
		an accumulative basis.

No.	Before Amendment	After Amendment
47.	Article 160 The way and procedures for nomination of independent directors:	Article 160159 The way and procedures for nomination of independent directors:
	(1) The Board of Directors may nominate and the Nomination and Remuneration Committee may propose candidates qualified for independent directors to the Board of Directors;	(1) The Board of Directors may nominate and the Nomination and Remuneration Committee may propose candidates qualified for independent directors to the Board of Directors;
	(2) The same shareholder may only nominate one (1) independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time;	(2) The same shareholder may only nominate one (1) independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time, shareholders who have nominated
	(3) The nominator of independent	non-independent directors and their
	director shall obtain prior consent of the nominee before the nomination. The	related parties shall not nominate
	nominator shall fully understand the	independent directors;
	occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on	(3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The
	the qualifications and independence of the nominee to serve as independent	nominator shall fully understand the occupation, education, job title, detailed
	director, and the nominee shall make a public statement that no relationship exists between him/her and the Bank	work experience, and all of the part-time work of the nominee, and comment on
	which may affect the his/her independence and objective judgment;	the qualifications and independence of the nominee to serve as independent director, and the nominee shall make a
	(4) The shareholders that individually or jointly hold more than one percent (1%)	public statement that no relationship exists between him/her and the Bank which may affect the his/her
	of the issued shares of the Bank are entitled to nominate independent	independence and objective judgment;
	director candidate to the shareholders'	(4) The Nomination and
	general meeting, and independent directors are elected by the	Remuneration Committee of the Board, the Board of supervisors and
	shareholders' general meeting.	Tthe shareholders that individually or
		jointly hold more than one percent (1%) of the issued shares of the Bank with
		voting rights are entitled to nominate
		independent director candidate to the
		shareholders' general meeting, and
		independent directors are elected by the shareholders' general meeting. may
		nominate independent director
		candidates and independent directors
		are elected by the shareholders' general meeting.
		0 · · · · · · · · · · · · · · · · · · ·

No.	Before Amendment	After Amendment
48.	Article 161 An independent director may	Article 161160 An independent director
	resign before the expiration of the term	may resign before the expiration of the
	of office. Before the shareholders'	term of office. Before the shareholders'
	general meeting or the Board of	general meeting or the Board of
	Directors approves the resignation of an	Directors approves the resignation of an
	independent director, the independent	independent director, the independent
	director shall continue to perform	director shall continue to perform
	his/her duties.	his/her duties.
	The independent director shall submit a	The independent director shall submit a
	written resignation report to the Board	written resignation report to the Board
	of Directors for resignation, and explain	of Directors for resignation, and explain
	any circumstance related to the	any circumstance related to the
	resignation or which he/she considers	resignation or which he/she considers
	necessary to be noticed by shareholders	necessary to be noticed by shareholders
	and creditors of the Bank. Where the	and creditors of the Bank. Where the
	resignation of the independent director	resignation of the independent director
	results in that the proportion of	results in that the proportion of
	independent directors of the Board of	independent directors of the Board of
	Directors of the Bank is below the	Directors of the Bank is below the
	minimum requirement of the laws and	minimum requirement of the laws and
	regulations, the resignation report of the	regulations, the resignation report of the
	independent director shall take effect	independent director shall take effect
	after the new independent director fills	after the new independent director fills
	his/her vacancy.	his/her vacancy, except where the
		independent director resigns due to
		loss of independence and is dismissed.

No.	Before Amendment	After Amendment
49.	Article 162 An independent director in	Article 162161 An independent director
	one of the following circumstances shall	in one of the following circumstances
	be removed by the shareholders' general	shall be removed by the shareholders'
	meeting proposed by the Board of	general meeting proposed by the Board
	Directors or supervisors:	of Directors or supervisors:
	(1) not meet the service qualifications for an independent director due to position change and not resign personally;	(1) not meet the service qualifications for an independent director due to position change and not resign personally;
	(2) the number of board meetings attended in person in one year is less than two-thirds (2/3) of the total number of board meetings;	(2) the number of on-site board meetings attended in person in one year is less than two-thirds (2/3) of the total number of on-site board meetings;
	(3) neither attends in person the board meeting nor engages another independent director to attend the board meeting for two (2) consecutive times; or not attend in person the board meeting for three (3) consecutive times;	(3) neither attends in person the board meeting nor engages another independent director to attend the board meeting for two (2) consecutive times; or not attend in person the board meeting for three (3) consecutive times;
	(4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.	(4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.
		In the event of failure to attend in person the board meeting for three (3) consecutive times as specified in item (3) above, the Bank shall convene a shareholders' general meeting to remove the independent director and elect a new independent director within three (3) months.

No.	Before Amendment	After Amendment
50.	Article 165 Independent directors shall	Article 165164 Independent directors
	give objective, impartial and	shall give objective, impartial and
	independent opinions on the matters	independent opinions on the matters
	discussed at the Board meetings of the	discussed at the shareholders' general
	Bank, and shall in particular, address their opinions to the Board meeting on	meeting or the Board meetings of the Bank, and shall in particular, address
	the following matters:	their opinions to the Board meeting on
	the following matters.	the following matters give opinions to
	(1) the legality and fairness of	the shareholders' general meeting or
	significant connected party transactions;	the Board of Directors in relation to
		the following matters:
	(2) profit distribution plans;	
		(1) the legality and fairness of
	(3) the appointment and dismissal of	significant connected party transactions;
	senior management members;	
	(4)	(2) profit distribution plans;
	(4) matters that may cause significant	(2) 4h
	loss to the Bank;	(3) the nomination and appointment and dismissal of directors and the
	(5) matters deemed by the independent	appointment and dismissal of senior
	directors as such that may impair the	management members;
	legitimate rights and interests of the	management memoers,
	depositors and minority shareholders of	(4) the remuneration of directors and
	the Bank and other persons who have	senior management members;
	interest in the Bank;	
		(4)(5) matters that may cause significant
	(6) the effect of the issuance of	loss to the Bank;
	preference shares on the rights and	
	interests of each class of shareholders;	(5)(6) matters deemed by the
	(7) the appointment of external auditors,	independent directors as such that may impair the legitimate rights and interests
	etc.	of the depositors and minority
	ctc.	shareholders of the Bank and other
		persons who have interest in the Bank;
		,
		(6)(7) the effect of the issuance of
		preference shares on the rights and
		interests of each class of shareholders;
		(7)(0)
		(7)(8) the appointment of external
		auditors, etc.the appointment or removal of the accounting firm which
		carries out statutory audit on the
		financial reports of the Bank on a
		regular basis;
		<i>G</i> ,
		(9) other circumstance as provided for
		by the laws and regulations,
		regulatory rules and the Articles of
		Association.

No.	Before Amendment	After Amendment
51.	Article 167 In order to ensure the effective functioning of independent directors, the Bank shall provide the necessary conditions for independent directors:	Article 167166 In order to ensure the effective functioning of independent directors, the Bank shall provide the necessary conditions for independent directors:
	(1) the Bank shall ensure that the independent directors are entitled to the same right of information as other directors;	(1) the Bank shall ensure that the independent directors are entitled to the same right of information as other directors, and provide the independent directors with necessary information for participation in decision-making in a timely and complete manner;
52.	New	Article 167 The independent directors shall perform their functions and duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers, free from any influence from the shareholders, actual controller, senior management or other entities or individuals who have an material interest in the Bank.
		If there are major defects in the corporate governance mechanism or the corporate governance mechanism fails in the Bank, independent directors shall report relevant information to the regulatory authorities in time. In addition to reporting the relevant circumstances to the regulatory authorities, independent directors shall keep the Bank's secrets confidential.

No.	Before Amendment	After Amendment
53.	New	Article 168 Independent directors of
		the Bank may elect one (1)
		independent director, who is
		responsible for convening special
		meetings attended by independent
		directors to study issues related to the
		performance of their duties.
54.	Article 169 The Board of Directors	Article 169170 The Board of Directors
	consists of fifteen (15) directors,	consists of fifteen (15) directors,
	including one (1) chairman and one (1)	including five (5) executive directors,
	deputy chairman of Board of Directors,	five (5) non-executive directors and
	and the number of independent directors	five (5) independent directors. The
	shall be not less than one third (1/3) of	Board of Directors has one (1)
	all directors	chairman and one (1) deputy chairman
		of Board of Directors, and the number of
		independent directors shall be not less
		than one third (1/3) of all directors
55.	Article 170 The Board of Directors shall	Article 170 171 The Board of Directors
	exercise the following functions and	shall exercise the following functions
	powers:	and powers:
		1
	(1) convene the shareholders' general	(1) convene the shareholders' general
	meeting and to report to the	meeting and to report to the
	shareholders' general meeting;	shareholders' general meeting;
		ξ,
	(2) implement the resolutions of the	(2) implement the resolutions of the
	shareholders' general meeting;	shareholders' general meeting;
	2	2
	(3) decide the development plan of the	(3) decide the development plan
	Bank;	strategies of the Bank and supervise
	,	the implementation of the strategies;
	(4) decide the operation plan, investment	•
	plan, and major assets disposal plan of	(4) decide the operation plan, investment
	the Bank;	plan , and major assets disposal plan of
	, in the second	the Bank;
	(5) formulate the annual financial	
	budget plan and final account plan of the	(5) formulate the capital plan of the
	Bank;	Bank and assume the ultimate
	,	responsibility for capital or solvency
	(6) formulate the profit distribution plan	management;
	and loss make-up plan of the Bank;	management,
	and 1055 make-up plan of the Dank,	

No.	Before Amendment	After Amendment
	(7) formulate the plans for the increase	(6) formulate policies on risk
	or decrease of the registered capitals, the	tolerance level, risk management and
	issuance of bonds or other securities and	internal control of the Bank and
	the listing of the Bank;	assume ultimate responsibility for
		comprehensive risk management;
	(8) make the plans for major	
	acquisitions of the Bank, the	(5)(7) formulate the annual financial
	acquisitions of the stock of the Bank or	budget plan and final account plan of the
	merger, division, dissolution and form	Bank;
	change of the Bank;	
		(6)(8) formulate the profit distribution
	(9) regularly evaluate and improve the	plan and loss make-up plan of the Bank;
	Bank's corporate governance;	
		(7)(9) formulate the plans for the
	(10) within the authorised range of the	increase or decrease of the registered
	shareholders' general meeting, decide	capitals, the issuance of bonds or other
	the Bank's external investment,	securities and the listing of the Bank;
	acquisition and selling of assets, pledged	(0)(10)
	assets, external guarantee matters,	(8)(10) make the plans for major
	associated/connected transactions and	acquisitions of the Bank, the
	other matters;	acquisitions of the stock of the Bank or
	(11) determine among content plans for the	merger, division, dissolution and form
	(11) determine arrangement plans for the	change of the Bank;
	Bank's internal management agencies, branches and capacity, and the number	(9)(11) regularly evaluate and improve
	of management personnel;	the Bank's corporate governance;
	of management personner,	the Bank's corporate governance,
	(12) according to the nomination of the	(10)(12) in accordance with laws and
	chairman of Board of Directors, engage	regulations and the provisions of the
	or dismiss the president and secretary of	Articles and Associationwithin the
	the Board of the Bank; upon the	authorised range of the shareholders'
	nomination of the president, engage or	general meeting, decide the Bank's
	dismiss the vice president, assistant	external investment, purchases of
	president, financial director and other	assets, disposal and write-off of
	senior management personnel;	assets, acquisition and selling of assets,
		pledged assets, external guarantee
	(13) decide the remuneration matters	matters, associatedrelated/connected
	and disciplinary matters of senior	transactions, data governance and other
	management personnel;	matters;
	(14) formulate the basic management	(11)(13) determine arrangement plans
	system, validate work rules for the	for the Bank's internal management
	president;	agencies, branches and capacity, and the
	, p. 23.230110,	number of management personnel;
		named of management personner,

No.	Before Amendment	After Amendment
	(15) formulate the amendment plan for	(12)(14) according to the nomination of
	the Articles of Association;	the chairman of Board of Directors,
		engage or dismiss the president and
	(16) manage the information disclosure	secretary of the Board of the Bank; upon
	matters of the Bank;	the nomination of the president, engage
		or dismiss the vice president, assistant
	(17) propose on the engagement or	president, financial director chief
	replacement of the accounting firm that	financial officer and other senior
	audits the Bank to the shareholders'	management personnel;
	general meeting;	
		(13)(15) decide the remuneration
	(18) listen to the work report of the	matters and disciplinary matters of
	president of the Bank and check the	senior management personnel,
	work of the president;	supervise senior management to
		perform their duties;
	(19) verify the Bank's compliance with	
	the Corporate Governance Code	(14)(16) formulate the basic
	specified in Listing Rules of Hong Kong	management system, validate work rules
	Stock Exchange and the information	for the president;
	disclosed in the Corporate Governance	
	Report;	(15)(17) formulate the amendment plan
		for the Articles of Association,
	(20) other functions and powers	formulate the Rules of Procedures for
	conferred by laws, administrative	Shareholders' General Meetings, the
	regulations, departmental rules or the	Rules of Procedures for Board
	Articles of Association.	meetings, and consider and approve
		the working rules of the special
	The Board shall consider the opinions of	committees of the Board of Directors;
	the Party Committee before making	
	decisions on the major issues of the	$\frac{(16)(18)}{(16)(18)}$ manage the information
	Bank.	disclosure matters of the Bank, and
		assume the ultimate responsibility for
		the authenticity, accuracy,
		completeness and timeliness of
		accounting and financial reports;
		(17)(10) manage on the sure of
		(17)(19) propose on the engagement or
		replacement of the accounting firm
		which carries out statutory audit on
		the financial reports of that audits the
		Bank on a regular basis to the
		shareholders' general meeting;

No.	Before Amendment	After Amendment
		(18)(20) listen to the work report of the president of the Bank and check the work of the president;
		(21) safeguard the legitimate rights and interests of financial consumers and other stakeholders, determine the strategies, policies and target for the protection works of consumer rights of the Bank and assume the ultimate responsibility for protection of consumer rights;
		(22) establish the mechanism for identification, verification and management of the conflict of interests between the Bank and shareholders, in particular substantial shareholders;
		(23) assume the management responsibility for affairs of shareholders;
		(19)(24) verify the Bank's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;
		(20)(25) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.
		The Board shall consider the opinions research and discussion of the Party Committee before making decisions on the major issues of the Bank.

No.	Before Amendment	After Amendment
56.	New	Article 173 The Board of Directors of the Bank assumes the ultimate responsibility for the management of equity affairs. The chairman of the Bank shall be the first responsible person in handling the equity affairs of the Bank. The secretary of the Board of Directors shall assist the chairman, and shall be the direct person responsible for dealing with the equity affairs. The chairman and the secretary of the Board of the Directors shall perform their duties faithfully, honestly and diligently. Those who fail to fulfill their duties with due diligence shall undertake
57.	Article 172 Any fixed assets acquisition and asset disposal of the Bank with an amount below RMB30 million shall be approved by the president with the authorization of the Board of Directors, while an amount is more than RMB30 million (exclusive) but below RMB1 billion, it shall be approved by the Board of Directors; if the amount is more than RMB1 billion (exclusive), it shall be approved by the shareholders' general meeting. Acquisition and disposal of assets carried out under this article shall comply with the Hong Kong Listing Rules.	Deleted
58.	Article 175 The Board of Directors holds at least four (4) meetings every year, at least once in a quarter, convened by the chairman of Board of Directors, and noticed to all directors and supervisors in a written form within fourteen (14) days before the meeting.	Article 475176 The Board of Directors holds shall hold regular meetings at least four (4) meetings times every year, at least once in a quarter, convened by the chairman of Board of Directors, and noticed to all directors and supervisors in a written form within fourteen (14) days before the meeting.

No.	Before Amendment	After Amendment
59.	Article 176 Upon any of the following	Article 176177 Upon any of the
	circumstances, the chairman of Board of	following circumstances, the chairman
	Directors convenes and presides over an	of Board of Directors convenes and
	interim board meeting within ten (10)	presides over an interim board meeting
	days after receiving the proposal:	within ten (10) days after receiving the
		proposal:
	(1) proposed by shareholders	
	representing more than one tenth (1/10)	(1) proposed by shareholders
	of the voting rights;	representing more than one tenth (1/10)
		of the voting rights;
	(2) proposed by more than one third	
	(1/3) of directors;	(2) proposed by more than one third
		(1/3) of directors;
	(3) proposed by the Board of	
	Supervisors;	(3) proposed by the Board of
		Supervisors;
	(4) the chairman of Board of Directors	
	considers necessary;	(4) the chairman of Board of Directors
		considers necessary;
	(5) proposed by more than half (1/2) of	
	independent directors;	(5) proposed by more than half (1/2) two
		(2) independent directors;
	(6) proposed by the president;	
		(6) proposed by the president;
	(7) the regulatory department requires to	
	hold the meeting;	(7) the regulatory department requires to
		hold the meeting;
	(8) other circumstances stipulated in the	
	Articles of Association.	(8) other circumstances stipulated in the
		Articles of Association.

No.	Before Amendment	After Amendment
60.	Article 177 The ways of notice for an	Article 177178 The ways of notice for
	interim board meeting are: issue the	an interim board meeting are: issue the
	notice to each director in the form of	notice to each director in the form of
	fax, express mail, hand delivery, or	fax, express mail, hand delivery, or
	e-mail; the notice period is: three (3)	e-mail; the notice period is: three (3)
	working days before the meeting. Where	working days before the meeting. Where
	the interim board meeting is needed to	the interim board meeting is needed to
	be held as soon as possible under	be held as soon as possible under
	emergency situation, the meeting notice	emergency situation, the meeting notice
	may be issued by telephone or other oral	may be issued by telephone or other oral
	ways, but the convener shall give an	ways, but the convener shall give an
	explanation at the meeting.	explanation at the meeting.
61.	Article 179 The board meeting shall be	Article 479180 The board meeting shall
	held upon the attendance of more than	be held upon the attendance of more
	half of directors. The resolutions of the	than half of directors. The resolutions of
	Board of Directors must be passed upon	the Board of Directors must be passed
	the approval of more than half of all the	upon the approval of more than half of
	directors, and the major external	all the directors, and the major external
	investment, the major asset disposal	investment, the major asset disposal
	plans and other major matters that shall	plans and other major matters that shall
	be submitted to the Board of Directors	be submitted to the Board of Directors
	for deliberation in Item (6), (7), (8), (12)	for deliberation in Item (6), (7), (8), (12)
	and (15) in Article 170 of the Articles of	and (15) in Article 170 of the Articles of
	Association and the provisions of the	Association and the provisions of the
	internal systems of the Bank must be	internal systems of the Bankthe profit
	passed upon the approval of more than	distribution plan, the remuneration
	two thirds (2/3) of directors.	plan, major investment, the major
		asset disposal plans, recruiting or
	One person, one vote, is performed for	dismissing senior management, the
	the vote on resolutions of the Board of	capital increase plan, major
	Directors.	shareholding structure change and
		financial reorganization, etc,. must be
		passed upon the approval of more than
		two thirds (2/3) of directors.
		One nerson one vote is merfermed for
		One person, one vote, is performed for
		the vote on resolutions of the Board of
		Directors.

No.	Before Amendment	After Amendment
62.	Article 181 The voting of Board of	Article 181182 The meetings of the
	Directors shall be through meeting	Board of Directors shall be through
	(including video conference) and the	meeting (including video conference)
	voting method for the resolution of the	may be convened by members
	Board of Directors is by hand or on a	attending in person (including video
	poll.	and telephone dial-in) or by way of
		circulation of a written resolution. The
	Under the prerequisite to sufficiently	voting method for the meetings
	ensure directors to express opinions and	convened by members attending in
	have the full conditions to understand	person is by hand or on a poll.
	the meeting subject and issues and other	
	information, the interim board meeting	The Bank shall record the meeting of
	may be held in a communication voting	the Board of Directors convened by
	method and make resolutions, and	members attending in person through
	signed by the attending directors. The	tape or video. If the meeting of the
	conditions and procedure for the	Board of Directors is convened
	communication voting shall be	through telephone or video dial-in, the
	formulated by the Articles of	Directors attending the meeting
	Association and the rules of the meeting	should be guaranteed to be capable of
	of the Board of Directors.	listening to other Directors clearly
		and mutual communication. If the
	The profit distribution plan, major	Directors cannot immediately sign the
	investment, the major asset disposal	meeting minutes of such meetings,
	plans, recruiting or dismissing senior	they should adopt oral resolutions and
	management, the capital increase plan,	execute the written resolutions as soon
	major shareholding structure change and	as possible. The oral resolutions of the
	financial reorganization, etc. shall be	Directors have the equivalent effect of
	submitted to the Board of Directors for	executed written resolutions.
	approval by two thirds (2/3) and shall	However, the executed written
	not be voted in a communication way.	resolutions afterwards should be
		consistent with the oral resolutions
		during the meeting. If there is
		inconsistency between such executed
		written resolutions and the oral
		resolutions, the oral resolutions

should take priority.

No.	Before Amendment	After Amendment
		Unless otherwise required by the
		listing rules or applicable provisions
		in the place where the Bank's shares
		are listed, uUnder the prerequisite to
		sufficiently ensure directors to express
		opinions and have the full conditions to
		understand the meeting subject and
		issues and other information, the interim
		board meeting may be held in a
		communication voting methodmay
		consider Board resolutions by means
		of circulation of a written resolution
		and the Directors or Directors
		entrusted by them shall state clearly
		their affirmative or negative opinions
		or abstention on the resolutions. Once
		the number of directors who sign in
		favor of a resolution reaches the
		quorum as required by these Articles,
		the resolution shall be deemed to be
		adopted. and make resolutions, and
		signed by the attending directors. The
		eonditions and procedure for the
		eommunication voting shall be
		formulated by the Articles of
		Association and the rules of the meeting
		of the Board of Directors.
		of the Board of Birectors.
		The profit distribution plan,
		remuneration plan, major investment,
		the major asset disposal plans, recruiting
		or dismissing senior management, the capital increase plan, major
		shareholding structure change and
		financial reorganization, etc. of the
		Bank shall be submitted to the Board of
		Directors for approval by two thirds
		(2/3) and shall not be voted in a
		communication way by means of
		circulation of a written resolution.

No.	Before Amendment	After Amendment
63.	Article 182	Article 182 183
	Except as otherwise required by the	Except as otherwise required by the
	Articles of Association of the Bank and	Articles of Association of the Bank and
	the Listing Rules of the Stock Exchange	the Listing Rules of the Stock Exchange
	in which the shares are listed, the Board	in which the shares are listed, the Board
	of Directors may accept a written motion	of Directors may accept a written motion
	to replace the board meeting, the draft of	to replace the board meeting, the draft of
	the motion shall be sent to each director	the motion shall be sent to each director
	by specially-assigned persons, post,	by specially-assigned persons, post,
	telegram or fax, if the Board of Directors	telegram or fax, if the Board of Directors
	has distributed the motion to all	has distributed the motion to all
	directors, after the number of directors	directors, after the number of directors
	signing to consent has reached the	signing to consent has reached the
	quorum for making a decision, and the	quorum for making a decision, and the
	motion is sent to the Board Secretary by	motion is sent to the Board Secretary by
	the above-mentioned ways, the motion	the above-mentioned ways, the motion
	shall be the resolution of the Board of	shall be the resolution of the Board of
	Directors, and the board meeting is not	Directors, and the board meeting is not
	needed to be convened.	needed to be convened.
64.	Article 183 The Board of Directors shall	Article 183184 The Board of Directors
	make meeting minutes for all decisions	shall make meeting minutes for all
	of matters discussed at the meeting, and	decisions of matters discussed at the
	the attending directors and the recorder	meeting, and the attending directors and
	shall sign on the meeting minutes. The	the recorder shall sign on the meeting
	attending directors shall have the rights	minutes. The attending directors shall
	to require making explanatory notes on	have the rights to require making
	their speech at the meeting.	explanatory notes on their speech at the
		meeting. If a director has different
		opinions on the meeting minutes,
		he/she may attach a note at the time of
		signature. The meeting minutes shall
		be kept permanently.

No.	Before Amendment	After Amendment
65.	Article 189 In order to fully perform	Article 189190 In order to fully perform
	duties, the Board of Directors sets up	duties, the Board of Directors sets up
	Strategy Committee, Risk Management	Strategy Committee, Risk Management
	Committee, Related-party Transaction	Committee, Related-party Transaction
	Control Committee, Audit Committee	Control Committee, Audit Committee
	and Nomination and Remuneration	and Nomination and Remuneration
	Committee, and Consumers' Rights	Committee, and Consumers' Rights
	Protection Committee. The number of	Protection Committee. The special
	people for the special committees of the	committees of the Board of Directors
	Board of Directors is not less than three	shall be accountable to the Board of
	(3) and the chiefs of the Related-party	Directors, provide professional advice
	Transaction Control Committee, Audit	to the Board of Directors or make
	Committee and the Nomination and	decisions on specific matters as
	Remuneration Committee shall be acted	authorized by the Board of Directors.
	by independent Directors. Directors	The number of people for the special
	nominated by the controlling	committees of the Board of Directors is
	shareholders of the Bank shall not	not less than three (3), and the
	become members of the Related-party	proportion of independent Directors
	Transaction Control Committee and the	among the Related-party Transaction
	Nomination and Remuneration	Control Committee, Audit Committee,
	Committee.	Nomination and Remuneration
		Committee and Risk Management
		Committee shall not, on principle, be
		less than one third (1/3), and the chiefs
		of the Related-party Transaction Control
		Committee, Audit Committee and the
		Nomination and Remuneration
		Committee shall be acted by
		independent Directors. Directors
		nominated by the controlling
		shareholders of the Bank shall not
		become members of the Related-party
		Transaction Control Committee and the
		Nomination and Remuneration
		Committee.

No.	Before Amendment	After Amendment
66.	Article 195 The Consumers' Rights	Article 195196 The Consumers' Rights
	Protection Committee of the Board of	Protection Committee of the Board of
	Directors is mainly responsible for the	Directors is mainly responsible for the
	followings:	followings:
	(1) formulate the strategies for, policies on and goals of consumers' rights protection of the Bank and include consumers' rights protection into corporate governance and business development strategies, and direct the senior management on enhancement, in terms of overall planning, of cultivation of corporate culture in respect of consumers' rights protection;	(1) formulate the strategies for, policies on and goals of consumers' rights protection of the Bank and include consumers' rights protection into corporate governance and business development strategies, and direct the senior management on enhancement, in terms of overall planning, of cultivation of corporate culture in respect of consumers' rights protection;
	(2) supervise the senior management on efficient performance and implementation of work relating to consumers' rights protection, listen, on a regular basis, to special reports by the senior management on the working progress of consumers' rights protection of the Bank, consider and approve such special reports, submit to the Board such special reports, and disclose information as required;	(2) supervise supervise and guide the senior management on efficient performance and implementation of work relating to consumers' rights protection, listen, on a regular basis, to special reports by the senior management on the working progress of consumers' rights protection of the Bank, consider and approve such special reports, submit to the Board such special reports, and disclose information as required, and supervise the senior management in effectively implementing the strategic objects and policies for protection of consumer rights;

No.	Before Amendment	After Amendment
67.	Article 198 The Board of Directors shall	Article 198199 The Board of Directors
	have board secretary to be responsible	shall have board secretary, nominated
	for the Board of Directors. The board	by the chairman of Board of
	secretary is the senior management	Directors, appointed and dismissed by
	personnel of the Bank.	the Board of Directors, to be
		responsible for the Board of Directors.
	The board secretary shall comply with	The board secretary is the senior
	the relevant provisions of laws and	management personnel of the Bank.
	administrative regulations, departmental	
	rules and the Articles of Association.	The board secretary shall comply with
		the relevant provisions of laws and
		administrative regulations, departmental
		rules and the Articles of Association.
68.	Article 206 The Bank shall have one (1)	Article 206207 The Bank shall have one
	president, nominated by the chairman of	(1) president, nominated by the
	Board of Directors, and appointed or	chairman of Board of Directors, and
	dismissed by the Board of Directors.	appointed or dismissed by the Board of
		Directors.
	The Bank shall have a number of vice	
	presidents, nominated by the president,	The Bank shall have a number of vice
	appointed or dismissed by the Board of	presidents, nominated by the president,
	Directors.	appointed or dismissed by the Board of
		Directors.
	The president, vice president, assistant	
	to the president, financial officer, board	The president, vice president, assistant
	secretary and other persons determined	to the president, financial officer chief
	by the Board of Directors are the senior	financial officer, chief information
	management personnel of the Bank.	officer, chief risk officer, chief legal
		officer, board secretary and other
	The service qualifications of senior	persons determined by the Board of
	management personnel should be	Directors are the senior management
	reported to the banking regulatory	personnel of the Bank.
	authority of the State Council for	
	approval.	The service qualifications of senior
		management personnel should be
		reported to the banking regulatory
		authority of the State Council for
		approval.

No.	Before Amendment	After Amendment
69.	Article 220 The way and procedures for nomination of supervisions are as follows:	Article 22021 The way and procedures for nomination of supervisions shareholder representative
	(1) The shareholder supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than three percent (3%) voting shares of the Bank while such nomination shall comply with the Articles of Association of the Bank and the number of such nomination shall not exceed the number of candidates to be elected. External supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than one percent (1%) voting shares of the Bank. (2) Such shareholders and their associates shall not nominate candidates for directors and supervisors at the same time; they shall not be entitled to nominate other candidates as supervisors (or directors) if the candidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates shall not, on principle, exceed the one-third of the total number of directors on the Board of Directors. (3) The supervisor candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided are true and complete, and ensure that he/she will earnestly discharge his duties as a supervisor upon the appointment.	supervisionsshareholder representative supervisors and external supervisors are as follows: (1) The shareholder supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than three percent (3%) voting shares of the Bank while such nomination shall comply with the Articles of Association of the Bank and the number of such nomination shall not exceed the number of candidates to be elected. External supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than one percent (1%) voting shares of the Bank;. (2) Such shareholders and their related parties shall not nominate candidates for directors and supervisors at the same time; the shareholders and their related parties that have already nominated directors shall not nominate supervisors, but that otherwise prescribed by the State shall prevail; they shall not be entitled to nominate other candidates as supervisors (or directors) if the eandidate for director (or supervisor) nominated by them is already undertaking duties of a director (or supervisor) and their term of office has not expired or they have not been replaced. Unless stipulated otherwise by the State, the number of directors (or supervisors) nominated by such shareholder and their associates shall not, on principle, exceed the one third of the total number of directors on the Board of Directors. (3) The supervisor candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided are true and complete, and ensure that he/she will earnestly discharge his duties as a supervisor upon the appointment.

No.	Before Amendment	After Amendment
70.	Article 224 Where a supervisor neither	Article 224225 Where a supervisor
	personally attends the supervisor	neither personally attends the supervisor
	meeting for two (2) consecutive times	meeting for two (2) consecutive times
	without special reasons, nor appoints	without special reasons, nor appoints
	another supervisor to attend the	another supervisor to attend the
	supervisor meeting, nor personally	supervisor meeting, nor personally
	attends at least two thirds (2/3) of the	attends at least two thirds (2/3) of the
	supervisor meetings, he/she shall be	on-site supervisor meetings, he/she shall
	deemed not to perform the duties, and	be deemed not to perform the duties, and
	the Board of Supervisors shall propose	the Board of Supervisors shall propose
	that the shareholders' general meeting or	that the shareholders' general meeting or
	the staff representatives assembly, the	the staff representatives assembly, the
	general staff meeting or other bodies to	general staff meeting or other bodies to
	remove such supervisor.	remove such supervisor.
	Each shareholder supervisor shall work	Each shareholder supervisor shall work
	for the Bank for not less than fifteen (15)	for the Bank for not less than fifteen (15)
	working days each year.	working days each year.
71.	Article 228 A supervisor may attend	Article 228229 Supervisors of the
	board meetings, and may inquire about	Bank shall perform the following
	or put forth proposals on matters on	duties or obligations:
	which resolutions have been or are to be	
	adopted by the Board of Directors.	(1) A supervisor may to attend board
		meetings, and to may inquire about or
		put forth proposals on matters on which
		resolutions have been or are to be
		adopted by the Board of Directors-;
		(2) to attend the meetings of the Board
		of Supervisors on time, fully review
		the resolutions of the Board of
		Supervisors, express opinions
		independently, professionally and
		objectively, and vote independently on
		the basis of prudent judgment;
		(3) to be responsible for the
		resolutions of the Board of
1		

No.	Before Amendment	After Amendment
		(4) to actively participate in the
		training organized by the Bank and
		regulatory authorities, understand the
		rights and obligations of supervisors,
		be familiar with relevant laws and
		regulations, and continue to possess
		the professional knowledge and
		capabilities required to perform their
		duties;
		(5) to have loyal and diligent
		obligations to the Bank, perform their
		duties conscientiously and prudently,
		and ensure that they have sufficient
		time and energy to perform their
		duties;
		(6) to proactively participate in the
		supervision and examination activities
		organized by the board of supervisors,
		and shall have the right to conduct
		investigations and obtain evidence
		independently in accordance with law,
		and raise queries and put forward
		supervisory opinions based on facts;
		(7) to comply with laws and
		regulations, regulatory requirements
		and the Articles of Association.

No.	Before Amendment	After Amendment
72.	Article 237 The Board of Supervisors	Article 237238 The Board of
	consists of eight (8) supervisors,	Supervisors consists of eight (8)
	including the supervisors as shareholder	supervisors, including two (2)
	representatives, and external supervisors	supervisors as shareholder
	and the supervisors as the staff	representatives, three (3) external
	representatives. The Board of	supervisors and three (3) supervisors as
	Supervisors has one (1) chairman, one	the staff representatives. The Board of
	(1) or two (2) vice chairmen, and the	Supervisors has one (1) chairman, there
	number of external supervisors shall be	can be one (1) or two (2) vice chairmen,
	not less than one third (1/3) of the total	and the number of external supervisors
	number of supervisors.	shall be not less than one third (1/3) of
		the total number of supervisors, the
	The Board of Supervisors shall include	proportion of supervisors served by
	shareholder representatives and a certain	staff representatives shall not be less
	proportion of staff representatives of the	than one third (1/3) of the total
	Bank, and the proportion of staff	number of supervisors. The
	representatives shall not be less than one	supervisors served by shareholder
	third (1/3) of the total number of	representatives and external
	supervisors. The shareholder	supervisors shall be elected or
	representatives are elected and	removed by shareholders' general
	dismissed by the shareholders' general	meetings. The supervisors served by
	meeting, and the staff representatives	staff representatives shall be elected
	are elected by the staff and workers of	democratically by staff of the Bank
	the Bank through the staff	through the staff representative
	representatives assembly, the general	assembly, the general staff meeting or
	staff meeting or other democratic forms.	other democratic methods.
		The Board of Supervisors shall include
		shareholder representatives and a certain
		proportion of staff representatives of the
		Bank, and the proportion of staff
		representatives shall not be less than one
		third (1/3) of the total number of
		supervisors. The shareholder
		representatives are elected and
		dismissed by the shareholders' general
		meeting, and the staff representatives
		are elected by the staff and workers of
		the Bank through the staff
		representatives assembly, the general
		staff meeting or other democratic forms.
		stail meeting or other democratic forms.

No.	Before Amendment	After Amendment
73.	Article 239 Aside from the duties and powers stated in the laws, administrative rules and the Articles, the Board of Supervisors shall focus on the following matters:	Article 239240 Aside from the duties and powers stated in the laws, administrative rules and the Articles, the Board of Supervisors shall focus on the following matters:
	(1) to supervise the Board of Directors in establishing a sound business philosophy, normative values, and guidance in line with the Bank's development strategies; regularly evaluate and make a report on the scientificity, reasonableness and effectiveness of the Bank's development strategies formulated by the Board of Directors;	(1) to supervise the Board of Directors in establishing a sound business philosophy, normative values, and guidance in line with the Bank's development strategies; regularly evaluate and make a report on the scientificity, reasonableness and effectiveness of the Bank's development strategies formulated by the Board of Directors;
	(2) to supervise the work performance, financial activities, internal control, risk management, etc. of the Board of Directors and members of senior management;	(2) to supervise the work performance, financial activities, internal control, risk management, etc. of the Board of Directors and members of senior management;
	(3) to supervise the selection procedures of directors; to make a comprehensive evaluation of the work performance of directors, supervisors and members of senior management;	(3) to supervise the selection procedures of directors; to make a comprehensive evaluation of the work performance of directors, supervisors and members of senior management;
	Bank's remuneration systems and policies and the remuneration proposals for the members of senior management are scientific and rational;	(4) to supervise and ensure that the implementation of the Bank's remuneration systems and policies and the remuneration proposals for the members of senior management are scientific and rational;
	(5) to regularly communicate with the banking regulatory authority regarding the Bank's circumstances.	(5) to regularly communicate with the banking regulatory authority regarding the Bank's circumstances.;
		(6) other matters stipulated by laws and regulations, regulatory requirements and the Articles of Association.

No.	Before Amendment	After Amendment
74.	Article 243 The Board of Supervisors	Article 243244 The Board of
	shall discuss official business through	Supervisors shall discuss official
	the meetings of the Board of	business through the meetings of the
	Supervisors. The meetings of Board of	Board of Supervisors. The meetings of
	Supervisors consist of regular meetings	Board of Supervisors consist of regular
	and interim meetings, and either type of	meetings and interim meetings, and
	meeting shall be convened and presided	either type of meeting shall be convened
	over by the chairman of the Board of	and presided over by the chairman of
	Supervisors.	the Board of Supervisors.
	The Board of Supervisors shall hold	The Board of Supervisors shall hold
	regular meetings at least 4 times	regular meetings at least 4 times
	annually and once quarterly. The notice	annually and once quarterly. The notice
	regarding the forthcoming meeting for	regarding the forthcoming meeting for
	the Board of Supervisors shall be served	the Board of Supervisors shall be served
	to all supervisors ten (10) days before	to all supervisors ten (10) days before
	the meeting date, and the documents to	the meeting date, and the documents to
	be used in the meeting shall be served on	be used in the meeting shall be served on
	all supervisors five (5) days before the	all supervisors five (5) days before the
	meeting date.	meeting date.
	The motions on the meeting of Board of	The motions on the meeting of Board of
	Supervisors is discussed and voted by	Supervisors is discussed and voted by
	Board of Supervisors term by term. The	Board of Supervisors term by term. The
	resolutions of the Board of Supervisors	resolutions of the Board of
	shall be passed by more than two thirds	Supervisors can be voted by members
	(2/3) of supervisors through voting.	attending in person and by circulation
		of a written resolution. The resolutions
		of the Board of Supervisors shall be
		passed by more than half of all
		supervisors passed by more than two
		thirds (2/3) of supervisors through
		voting.

No.	Before Amendment	After Amendment
75.	Article 244 An interim meeting of the	Article 244245 An interim meeting of
	Board of Supervisors shall be convened	the Board of Supervisors shall be
	and presided over by the chairman of the	convened and presided over by the
	Board of Supervisors within ten (10)	chairman of the Board of Supervisors
	days if any of the following events	within ten (10) days if any of the
	occurs:	following events occurs:
	(1) the chairman of the Board of	(1) the chairman of the Board of
	Supervisors deems the meeting to be	Supervisors deems the meeting to be
	necessary;	necessary;
76.	Article 249 The Board of Supervisors	
	may review the Bank's profit	
	distribution programme, and putting	
	forth written review opinions on the	Deleted
	compliance and rationality of the profit	
	distribution programme.	
77.	Article 253 Minutes shall be taken to	Article 253 Minutes shall be taken to
	record the decisions of matters discussed	record the decisions of matters discussed
	at the meeting. Supervisors attending the	at the meeting. Supervisors and the
	meetings shall sign the meeting minutes.	recorder attending the meetings shall
		sign the meeting minutes. The meeting
	Supervisors shall have the right to	minutes shall be kept permanently.
	request explanatory notes regarding any	
	remarks that have been made during the	Supervisors shall have the right to
	meeting to be placed in the minutes.	request explanatory notes regarding any
		remarks that have been made during the meeting to be placed in the minutes.

Before Amendment No. 78. Article 288 The financial statements of the Bank shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the place overseas where the Bank's shares are listed. If there is any material difference between financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the financial statements. When the Bank is to distribute its aftertax profits for that financial year, the lower of the after-tax profits as shown in the two financial statements shall be adopted. If other provisions applicable laws. administrative regulations or the Listing Rules shall prevail. The interim result announcement or financial information announcement or disclosed by the Bank shall follow up with the PRC general accounting standards and laws as long as following up with the international general accounting standards other or accounting standards in which the shares of the Bank are listed.

The Bank shall announce the financial report for two (2) times in each fiscal year, i.e.: to prepare an interim financial report within sixty (60) days from the end of the first six (6) months of each fiscal year and to prepare a financial report within one hundred and twenty (120) days upon expiration of each fiscal year and submit it for examination and verification in accordance with the law. If the relevant supervisory authorities in which the shares of the Bank are listed have other provisions, the Bank shall follow such provisions.

After Amendment

Article 288 The financial statements of the Bank shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the place overseas where the Bank's shares are listed. If there is any material difference between financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the financial statements. When the Bank is to distribute its aftertax profits for that financial year, the lower of the after-tax profits as shown in the two financial statements shall be adopted. If other provisions applicable laws. administrative regulations or the Listing Rules shall prevail.

The interim result announcement or financial information announcement or disclosed by the Bank shall follow up with the PRC general accounting standards and laws as long as following up with the international general accounting standards or other accounting standards in which the shares of the Bank are listed.

The Bank shall announce the financial report for two (2) times in each fiscal year, i.e.: to prepare an interim financial report within sixty (60) days from the end of the first six (6) months of each fiscal year and to prepare a financial report within one hundred and twenty (120) days upon expiration of each fiscal year and submit it for examination and verification in accordance with the law. If the relevant supervisory authorities in which the shares of the Bank are listed have other provisions, the Bank shall follow such provisions.

No.	Before Amendment	After Amendment
79.	Article 293 Dividends shall be	Article 293 Dividends shall be
	distributed in the following forms:	distributed in the following forms:
	(1) Cash;	(1) Cash;
	(2) Shares.	(2) Shares.
	The profit distribution of the Bank	The profit distribution of the Bank
	attaches the emphasis on the reasonable	attaches the emphasis on the reasonable
	return on the investment of investors.	return on the investment of investors.
	The Bank's profit distribution policy	The profit distribution policy and
	should maintain a certain continuity and	plans shall be carefully formulated
	stability, and the Bank shall distribute	based on factors such as achieving the
	dividends in the profitable year. The	reasonable return on the investment
	profits distributed by the Bank in the form of cash shall not be less than ten	of investors, ensuring the Bank's risk resistance capacity and supporting the
	percent (10%) of the achieved profits	Bank's long-term development. The
	available for distribution in each year.	Bank's profit distribution policy should
	,	maintain a certain continuity and
		stability. On the premise of ensuring
		that the capital adequacy ratios meet
		the regulatory requirements, the Bank
		may distribute cash dividend if there
		are distributable profits after making
		up for losses in accordance with laws,
		appropriating statutory provident
		reserves and general reserves. and the
		Bank shall distribute dividends in the
		profitable year. The profits distributed
		by the Bank in the form of cash shall not be less than ten percent (10%) of the
		achieved profits available for
		distribution in each year.
		distribution in each year.
		·····

No.	Before Amendment	After Amendment
80.	Article 295 The Bank shall implement	Article 295 The Bank shall implement
	an internal audit system, establish an	an internal audit system, establish an
	independent and vertical audit	independent and vertical audit
	management system, and the internal	management system, and shall have a
	audit department is responsible for the	chief audit officer or person in charge
	Board of Directors. The internal audit	of audit in accordance with relevant
	department shall engage full-time	regulatory requirements. The chief
	auditors to conduct internal audit of	audit officer or person in charge of
	income and expenditure of its finances	audit shall be appointed and dismissed
	and economic activities.	by the Board of Directors, and report
		to the Board of Directors and its audit
		committee regularly. The chief audit
		officer or person in charge of audit is
		responsible for the Board of Directors,
		and the internal audit department shall
		be accountable and report to the chief
		audit officer or person in charge of
		audit is responsible for the Board of
		Directors. The internal audit department
		shall engage full-time auditors to
		conduct internal audit of income and
		expenditure of its finances and economic
		activities.
81.	Article 296 The internal audit system	Article 296 The internal audit system
	and duties of the internal auditors of the	and duties of the internal auditors of the
	Bank shall be implemented upon	Bank shall be implemented upon
	approval by the Board of Directors. The	approval by the Board of Directors. The
	chief auditor shall be accountable and	Board of Directors shall bear ultimate
	report to the Board of Directors.	responsibility for the establishment,
		operation and maintenance of the
		internal audit system, as well as the
		independence and effectiveness of
		internal audit. The Board of
		Supervisors of the Bank shall guide
		and supervise the internal audit work
		and have the right to request the
		Board of Directors and senior
		management to provide audit-related
		information. The chief auditor shall be
		accountable and report to the Board of
		Directors.

No.	Before Amendment	After Amendment
82.	Article 297 The Bank shall engage an independent accounting firm the relevant regulations of the State to audit the Bank's annual financial statements and review the Bank's other financial reports.	Article 297 The Bank shall engage an independent accounting firm the relevant regulations of the State to audit the Bank's annual financial statements and review the Bank's other financial reports.
	The Bank's engagement of an accounting firm shall be decided by shareholders' general meeting.	The Bank's engagement of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis shall be decided by shareholders' general meeting.
83.	Article 298 The accounting firm engaged by the Bank shall hold the term of office from the conclusion of this annual shareholders' general meeting to the conclusion of the next annual shareholders' general meeting.	Article 298 The accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis engaged by the Bank shall hold the term of office from the conclusion of this annual shareholders' general meeting to the conclusion of the next annual shareholders' general meeting.
84.	Article 299 The accounting firm engaged by the Bank shall have the following rights: (1) To inspect at any time the accounting books, records and vouchers of the Bank, and to require the directors, president and other senior management personnel of the Bank to provide any relevant information and explanation thereof; (2) To require the Bank to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries; (3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Bank.	Article 299 The accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis engaged by the Bank shall have the following rights: (1) To inspect at any time the accounting books, records and vouchers of the Bank, and to require the directors, president and other senior management personnel of the Bank to provide any relevant information and explanation thereof; (2) To require the Bank to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries; (3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Bank.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Before Amendment	After Amendment
85.	Article 300 Before the convening of the	Article 300 Before the convening of the
	shareholders' general meeting, the	shareholders' general meeting, the
	Board of Directors may fill the vacancy	Board of Directors may fill the vacancy
	in the office of the accounting firm by	in the office of the accounting firm
	engaging other accounting firm but	which carries out statutory audit on
	while there is still any such vacancy, the	the financial reports of the Bank on a
	surviving or continuing accounting firm,	regular basis by engaging other
	if any, may continue to act.	accounting firm but while there is still
		any such vacancy, the surviving or
		continuing accounting firm, if any, may
		continue to act.
86.	Article 302 The remuneration of an	Article 302 The remuneration of an
	accounting firm or the manner in which	accounting firm which carries out
	such remuneration is to be fixed shall be	statutory audit on the financial
	determined by the shareholders' general	reports of the Bank on a regular basis
	meeting. The remuneration of an	or the manner in which such
	accounting firm engaged by the Board of	remuneration is to be fixed shall be
	Directors to fill in vacancy shall be	determined by the shareholders' general
	determined by the Board of Directors	meeting. The remuneration of an
	and submitted to be approved by the	accounting firm engaged by the Board of
	shareholders' general meeting.	Directors to fill in vacancy shall be
		determined by the Board of Directors
		and submitted to be approved by the
		shareholders' general meeting.

No.	Before Amendment	After Amendment
87.	Article 303 The Bank's engagement,	Article 303 The Bank's engagement,
	removal and non-reengagement of an	removal and non-reengagement of an
	accounting firm shall be resolved by	accounting firm which carries out
	shareholders' general meeting and filed	statutory audit on the financial
	with the securities regulatory authority	reports of the Bank on a regular basis
	and the banking regulatory authority of	shall be resolved by shareholders'
	the State Council.	general meeting and filed with the securities regulatory authority and the
	Where it is proposed that any resolution	banking regulatory authority of the State
	be passed at a shareholders' general	Council.
	meeting concerning the engagement of	Council.
	an accounting firm, which is not an	Where it is proposed that any resolution
	incumbent firm, to fill a casual vacancy	be passed at a shareholders' general
	in the office of the accountants' firm, or	meeting concerning the engagement of
	to reengage an accounting firm which	an accounting firm, which is not an
	was engaged by the Board of Directors	incumbent firm, to fill a casual vacancy
	to fill a casual vacancy, or to remove the	in the office of the accountants' firm
	accounting firm before the expiration of	which carries out statutory audit on
	its term of office, the following	the financial reports of the Bank on a
	provisions shall apply:	regular basis, or to reengage an
	provisions shall appry.	accounting firm which was engaged by
	(1) A copy of the proposal about the	the Board of Directors to fill a casual
	engagement or the removal shall be sent	vacancy, or to remove the accounting
	to the firm proposed to be engaged or	firm before the expiration of its term of
	proposing to cease to act or the firm	office, the following provisions shall
	which has ceased to act in the relevant	apply:
	accounting year before notice of meeting	арргу.
	is given to the shareholders.	(1) A copy of the proposal about the
	is given to the shareholders.	engagement or the removal shall be sent
		to the firm proposed to be engaged or
		proposing to cease to act or the firm
		which has ceased to act in the relevant
		accounting year before notice of meeting
		is given to the shareholders.
		is given to the shareholders.

No.	Before Amendment	After Amendment
88.	Article 304 In dismissing or discontinuing the engagement of an accounting firm, the Bank shall notify the accounting firm in advance and the accounting firm has the right to make representations to the shareholders' general meeting. If an accounting firm resigns, it shall clarify to the shareholders at a shareholders' general meeting whether or not there is any improper affair.	Article 304 In dismissing or discontinuing the engagement of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis, the Bank shall notify the accounting firm in advance and the accounting firm has the right to make representations to the shareholders' general meeting. If an accounting firm resigns, it shall clarify to the shareholders at a shareholders' general meeting whether or not there is any improper affair.
	If the resignation notice of an accounting firm contains any statement of explaining the affair, the accounting firm may request the Board of Directors to convene an extraordinary general meeting of shareholders for presenting the explanations regarding the resignation given by the accounting firm.	If the resignation notice of an accounting firm which carries out statutory audit on the financial reports of the Bank on a regular basis contains any statement of explaining the affair, the accounting firm may request the Board of Directors to convene an extraordinary general meeting of shareholders for presenting the explanations regarding the resignation given by the accounting firm.
89.	Article 309 The Bank shall send announcements and disclose information to the shareholders of domestic shares in the newspapers and websites for information disclosure specified by the laws, administrative regulations or relevant domestic regulatory authorities. Where announcements are to be sent to the shareholders of H-shares in accordance with the Articles, then relevant announcements shall, at the same time, be published in the methods specified by the Hong Kong Listing Rules.	Article 309 The Bank shall send announcements and disclose information to the shareholders of domestic shares in the newspapers and websites for information disclosure specified by the laws, administrative regulations or relevant domestic regulatory authorities. Where announcements are to be sent to the shareholders of H-shares in accordance with the Articles, then relevant announcements shall, at the same time, be published in the methods specified by the Hong Kong Listing Rules.

Note: The numbering of the articles of association and the order of the cross-referenced articles shall be adjusted accordingly according to the addition or deletion of the articles.

The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedures for Shareholders' General Meetings are compared against the existing Rules of Procedures for Shareholders' General Meetings for ease of reference. After deletion of the articles, the articles have been re-numbered accordingly. The following amendments will become effective upon approval by the Shareholders.

No. **Before Amendment After Amendment** Article 1 These rules of procedures Article 1 These rules of procedures (hereinafter referred to as the "Rules") (hereinafter referred to as the "Rules") are formulated by Bank of Jinzhou Co., are formulated by Bank of Jinzhou Co., Ltd. (hereinafter referred to as the Ltd. (hereinafter referred to as the "Bank") in accordance with relevant "Bank") in accordance with relevant laws and regulations and regulatory laws and regulations and regulatory documents, including the Company Law documents, including the Company Law of the People's Republic of China of the People's Republic of China (hereinafter referred to as the "Company (hereinafter referred to as the "Company Law"), the Securities Law of the Law"), the Securities Law of the People's Republic of China, the Special People's Republic of China, the Special Regulations of the State Council on the Regulations of the State Council on the Overseas Offering and Listing of Shares Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the by Joint Stock Limited Companies, Mandatory Provisions for Articles of **Corporate Governance Guidelines for** Association of Companies to be Listed Banking and Insurance Institutions, 1 Overseas and the Rules Governing the the Mandatory Provisions for Articles of Listing of Securities on The Stock Association of Companies to be Listed Overseas and the Rules Governing the Exchange of Hong Kong Limited (hereinafter referred to as the "Listing Listing of Securities on The Stock Rules"), as well as the Articles of Exchange of Hong Kong Limited Association of Bank of Jinzhou Co., Ltd. (hereinafter referred to as the "Listing (hereinafter referred to as the "Articles Rules"), as well as the Articles of of Association"), with reference to Association of Bank of Jinzhou Co., Ltd. actual conditions of the Bank, in order to (hereinafter referred to as the "Articles protect the lawful interests of Association"), with reference to shareholders, ensure normal order and actual conditions of the Bank, in order to operating efficiency of the shareholders' protect the lawful interests general meeting and perform its power shareholders, ensure normal order and as the supreme authority. operating efficiency of the shareholders' general meeting and perform its power as the supreme authority.

No.	Before Amendment	After Amendment
	Article 5 The location for the Bank to	Article 5 The location for the Bank to
	convene a shareholders' general meeting	convene a shareholders' general meeting
	shall be the Bank's domicile or other	shall be the Bank's domicile or other
	places specified in the notice of the	places specified in the notice of the
	shareholders' general meeting.	shareholders' general meeting.
	The shareholders' general meeting will	The shareholders' general meeting will
	set up an assembly room and be held in	set up an assembly room and be held in
	the form of live meeting. Unless	the form of live meeting. Unless
2	otherwise required by relevant laws and	otherwise required by relevant laws and
	regulations or the Listing Rules, the	regulations or the Listing Rules, the
	Bank may also provide network or other	Bank may also provide safe, economical
	means for the convenience of	and convenient network or other means
	shareholders to attend the general	for the convenience of shareholders to
	meeting according to the relevant	attend the general meeting according to
	provisions. Shareholders attend the	the relevant provisions. Shareholders
	general meeting through the aforesaid	attend the general meeting through the
	means shall be considered as present.	aforesaid means shall be considered as
		present.
	Article 6 The shareholders' general	Article 6 The shareholders' general
	meeting is the organ of power of the	meeting is the organ of power of the
	Bank: which exercises the following	Bank: which exercises the following
	functions and powers according to law:	functions and powers according to law:
	(9) adopting resolutions on issuing	(9) adopting resolutions on listing of
	bonds of the Bank;	the Bank;
		(0)(10)
3	(10) make resolution on merger,	(9)(10) adopting resolutions on issuing
	division, dissolution and liquidation or	bonds of the Bank;
	form change of the Bank;	
		(11) adopting resolutions on
	(11) modifying the Articles of	acquisition of the shares of the Bank
	Association;	in accordance with the laws;
	(12) adopting resolutions on the Bank's	(10)—(12) make resolution on merger,
	engagement, removal and non-	division, dissolution and liquidation or
	reengagement of an accounting firm;	form change of the Bank;
	reengagement of an accounting fiffill,	Torm change of the Dank,

No.	Before Amendment	After Amendment
	(13) examining fixed assets investments,	(11)(13) modifying the Articles of
	external guarantees, external	Association;
	investments, and the	
	associated/connected transactions	(14) examining and approving the
	matters which should be submitted to the	rules of procedures for shareholders'
	shareholders' general meeting for	meeting, the Board of Directors and
	examination in accordance with the	the Board of Supervisors of the Bank;
	relevant laws, administrative	
	regulations, departmental regulations,	(12)(15) adopting resolutions on the
	provisions of the securities regulators	Bank's engagement, removal and non-
	where the Bank's stocks are listed for	reengagement of an accounting firm
	trading as well as the Articles of	which carries out statutory audit on
	Association and other internal system	the financial reports of the Bank on a
	rules;	regular basis;
	(14) examining temporary proposals put	(13)(16) examining fixed assets
	forward by the shareholders who hold	investments, external guarantees,
	more than 3% of the total voting shares	external investments, and the
	of the Bank individually or jointly;	associated/connected transactions
		matters which should be submitted to the
	(15) examining and approving changes	shareholders' general meeting for
	in use of the raised capital;	examination in accordance with the
		relevant laws, administrative
	(16) examining and approving equity	regulations, departmental regulations,
	incentive plans;	provisions of the securities regulators
		where the Bank's stocks are listed for
	(17) determining the issuance of	trading as well as the Articles of
	preference shares; determining or	Association and other internal system
	authorising the Board to determine	rules;
	matters relating to preference shares	
	issued by the Bank, including but not	(14)(17) examining temporary proposals
	limited to redemption, conversion and	put forward by the shareholders who
	distribution of dividends;	hold more than 3% of the total voting shares of the Bank individually or
	(18) examining other matters which	jointly;
	shall be decided by the shareholders'	, yy,
	general meeting according to the laws,	
	administrative regulations, departmental	
	rules, securities regulatory body where	
	the Bank's stocks are listed for trading,	
	the Articles of Association, and the	
	Bank's other internal rules.	

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

No.	Before Amendment	After Amendment
		(15)—(18) examining and approving changes in use of the raised capital;
		(16) (19) examining and approving the proposal on equity incentive plans;
		(17)(20) determining the issuance of preference shares; determining or authorising the Board to determine matters relating to preference shares issued by the Bank, including but not limited to redemption, conversion and distribution of dividends;
		(18)(21) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Bank's stocks are listed for trading, the Articles of Association, and the Bank's other internal rules.
4	Article 7 Where the authorization granted by the Shareholders' general meeting is related to a matter subject to an ordinary resolution, it shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) present at the meeting; where it is related to a matter subject to a special resolution, it shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting. The substance of the authorization shall be	Article 7 Where the authorization granted by the Shareholders' general meeting is related to a matter subject to an ordinary resolution, it shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) present at the meeting; where it is related to a matter subject to a special resolution, it shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting. The scope of authorization should be legal
	clear and specific.	and necessary and the substance of the authorization shall be clear and specific.

No.	Before Amendment	After Amendment
	Article 8 Shareholders' general meetings	Article 8 Shareholders' general meetings
	include annual general meetings and	include annual general meetings and
	extraordinary general meetings. Annual	extraordinary general meetings. Annual
	general meetings shall be held once a	general meetings shall be held once a
	year within six(6) months after the end	year within six(6) months after the end
	of the previous accounting year. Any	of the previous accounting year. Any
	postponement of the meeting due to	postponement of the meeting due to
	special circumstances shall be reported	special circumstances shall be reported
5	to the banking regulatory authority of	to the banking regulatory authority of
3	the State Council and the securities	the State Council in writing and the
	regulatory authority of the locality	securities regulatory authority of the
	where the shares of the Bank are listed	locality where the shares of the Bank are
	in a timely manner, stating the reasons	listed as required in a timely manner,
	for the postponement and making an	stating the reasons for the postponement
	announcement. There is no stipulation	and making an announcement. There is
	on the number of extraordinary general	no stipulation on the number of
	meetings to be convened each year.	extraordinary general meetings to be
		convened each year.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

No.	Before Amendment	After Amendment
	Article 9 The Bank shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:	Article 9 The Bank shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:
	(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;	(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;
	(2) The Bank's loss not made up reaches one third (1/3) of the total paid-in equity;	(2) The Bank's loss not made up reaches one third (1/3) of the total paid-in equity;
	(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the voting shares of the Bank individually or jointly held;	(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Bank individually or jointly held;
	(4) The Board of Directors deems it as necessary;	(4) The Board of Directors deems it as necessary;
6	 (5) The Board of Supervisors proposes to convene; (6) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles 	(5) The convening of the meeting at the requisition of more than half (1/2) of and no less than two (2) independent directors;
	of Association.	(5)—(6) The Board of Supervisors proposes to convene;
	The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.	(6)(7) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association.
		The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.
		Where the extraordinary general meeting of the Bank fail to be convened within the time of period prescribed by laws, it shall report to the regulatory authorities in writing with reasons.

No.	Before Amendment	After Amendment
	Article 10 More than half of and no less	Article 10 The Board of Directors shall
	than two (2) independent directors shall	have the right to call general
	have the right to propose for an	meetings. More than half of and no less
	extraordinary general meeting of	than two (2) independent directors shall
	shareholders to the Board of Directors.	have the right to propose for an
	The Board of Directors shall give a	extraordinary general meeting of
	written reply on agreeing or disagreeing	shareholders to the Board of Directors.
	to convene an extraordinary general	The Board of Directors shall give a
	meeting of shareholders according to the	written reply on agreeing or disagreeing
	provisions of the laws, administrative	to convene an extraordinary general
	regulations and the Articles of	meeting of shareholders according to the
	Association within ten (10) days after	provisions of the laws, administrative
	receiving a proposal put forward by	regulations and the Articles of
	independent directors on convening an	Association within ten (10) days after
7	extraordinary general meeting of	receiving a proposal put forward by
	shareholders.	independent directors on convening an
		extraordinary general meeting of
	The Board of Directors will issue a	shareholders.
	notice to convene an extraordinary	
	general meeting within 5 days after	The Board of Directors will issue a
	making the resolution where it agrees to	notice to convene an extraordinary
	convene an extraordinary general	general meeting within 5 days after
	meeting of shareholders; where the	making the resolution where it agrees to
	Board of Directors disagrees to convene	eonvene an extraordinary general
	an extraordinary general meeting, it	meeting of shareholders; where the
	shall explain the reasons and make a	Board of Directors disagrees to convene
	public notice.	an extraordinary general meeting, it
		shall explain the reasons and make a
		public notice.

No.	Before Amendment	After Amendment
	Article 16 The general meeting of shareholders shall be convened by the Board of Directors in accordance with the law and held by the chairman. Where the chairman cannot perform his/her duties or fails to perform his/her duties, the deputy chairman shall preside over the meeting; where the deputy chairman cannot or fails to perform his/her duties, half of the directors or more shall jointly recommend one director to preside over the meeting.	Article 16 The general meeting of shareholders shall be convened by the Board of Directors in accordance with the law and held by the chairman. Where the chairman cannot perform his/her duties or fails to perform his/her duties, the deputy chairman shall preside over the meeting; where the deputy chairman cannot or fails to perform his/her duties, half of the directors or more shall jointly recommend one director to preside over the meeting.
8	Unless otherwise required by the Articles of Association, where the Board of Directors is incapable of performing or not performing its duties of convening the shareholders' general meeting, the Board of Supervisors shall convene and preside over such meeting in a timely manner. In case the Board of Supervisors fails to convene and preside over such meeting, shareholders alone or in aggregate holding more than 10% of the shares of the Bank for 90 days consecutively may unilaterally convene and preside over such meeting. If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (including his/her proxy) shall preside over the meeting.	Unless otherwise required by the Articles of Association, where the Board of Directors is incapable of performing or not performing its duties of convening the shareholders' general meeting, the Board of Supervisors shall convene and preside over such meeting in a timely manner. In case the Board of Supervisors fails to convene and preside over such meeting, shareholders alone or in aggregate holding more than 10% of the shares of the Bank for 90 days consecutively may unilaterally convene and preside over such meeting. If for any reason the shareholders are unable to elect a chairman, the attending shareholder holding the largest number of voting shares (including his/her proxy) shall preside over the meeting.
	Where the Board of Supervisors convene the shareholders' general meeting by themselves, the chairman of the Board of Supervisors shall preside over the meeting. Where the chairman of the Board of Supervisors cannot perform his duties or fails to perform his duties, the deputy chairman of the Board of Supervisors shall preside over the meeting; where the deputy chairman of the Board of Supervisors can not perform his duties or fails to perform his duties, half of the Supervisors or more shall jointly recommend one Supervisor to preside over the meeting.	Where the Board of Supervisors convene the shareholders' general meeting by themselves, the chairman of the Board of Supervisors shall preside over the meeting. Where the chairman of the Board of Supervisors cannot perform his duties or fails to perform his duties, the deputy chairman of the Board of Supervisors shall preside over the meeting; where the deputy chairman of the Board of Supervisors can not perform his duties or fails to perform his duties, half of the Supervisors or more shall jointly recommend one Supervisor to preside over the meeting.

No.	Before Amendment	After Amendment
	Where the shareholders convene the	Where the shareholders convene the
	shareholders' general meeting by	shareholders' general meeting by
	themselves, the convener shall	themselves, the convener shall
	recommend one representative to	recommend one representative to
	preside over the meeting.	preside over the meeting.
	When the shareholders' general meeting is held and the presider of the meeting violates the rules of procedure and makes it difficult for the shareholders' general meeting to continue, the shareholders' general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue	When the shareholders' general meeting is held and the presider of the meeting violates the rules of procedure and makes it difficult for the shareholders' general meeting to continue, the shareholders' general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue
	the meeting.	the meeting.
		Unless otherwise required by the
		Articles of Association, where the Board of Directors is incapable of
		performing or not performing its
		duties of convening the shareholders'
		general meeting, the Board of
		Supervisors shall convene and preside
		over such meeting in a timely manner.
		In case the Board of Supervisors fails
		to convene and preside over such
		meeting, shareholders alone or in
		aggregate holding more than 10% of
		the shares of the Bank for 90 days consecutively may unilaterally
		convene and preside over such
		meeting. If for any reason the
		shareholders are unable to elect a
		chairman, the attending shareholder
		holding the largest number of voting
		shares (including his/her proxy) shall
		preside over the meeting.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

No.	Before Amendment	After Amendment
	Article 17 Unless otherwise required by	Article 17 Unless otherwise required by
	the relevant laws and regulations, the	the relevant laws and regulations, the
	listing rules of the stock exchange on	listing rules of the stock exchange on
	which the Bank's shares are listed and	which the Bank's shares are listed and
	the Articles of Association, where the	the Articles of Association, where the
	Bank shall convene a shareholders'	Bank shall convene a shareholders'
	general meeting, the Bank shall send out	general meeting, the Bank shall send out
	a written notice of a general meeting to	a written notice of a general meeting to
	all registered shareholders on the	all registered shareholders on the
	matters to be examined as well as the	matters to be examined as well as the
	assembly date and location twenty(20)	assembly date and location twenty(20)
	days prior to the meeting, and a written	days prior to the meeting, and a written
	notice of an extraordinary general	notice of an extraordinary general
9	meeting shall be send out fifteen(15)	meeting shall be send out fifteen(15)
	days prior to the meeting.	days prior to the meeting.
	The date of the meeting should be	The issue date should be included but
	excluded when calculating the time for	the date of the meeting should be
	sending out the notice.	excluded when calculating the time for
		sending out the notice.
	The issue day of a notice under this	m . 1 . 6 1 1
	article shall be the day on which the	The issue day of a notice under this
	notice is delivered by the Bank or by the	article shall be the day on which the
	share registrar appointed by the Bank to	notice is delivered by the Bank or by the
	the postal authority for the posting	share registrar appointed by the Bank to
	purpose.	the postal authority for the posting
		purpose or the date of the public
		notice.

No.	Before Amendment	After Amendment
	Article 18 A notice of the shareholders'	Article 18 A notice of the shareholders'
	general meeting shall comply with the	general meeting shall comply with the
	following requirements:	following requirements:
10	Unless otherwise required by relevant laws, regulations, listing rules of stock exchanges where the Bank's shares are listed and the Articles of Association, the notice, information or written statement for the shareholders' general meeting shall be served on the shareholders entitled to attend (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail. The recipient address in the register of shareholders shall prevail or such documents shall be delivered by publication on the website of the Bank or other methods stipulated in the Articles of Association. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice. The public notice referred to above shall be published twenty (20) days to twenty-five (25) days prior to the date of the annual general meeting and fifteen (15) days to twenty (20) days prior to the date of the extraordinary general meetings in a newspaper or several newspapers prescribed by the securities regulatory authority of the State Council. Once published, all domestic shareholders shall be deemed to have received the relevant notice of the shareholders' general meeting. Such announcements shall also be published in accordance with the requirements of the Listing Rules.	Unless otherwise required by relevant laws, regulations, listing rules of stock exchanges where the Bank's shares are listed and the Articles of Association, the notice, information or written statement for the shareholders' general meeting shall be served on the shareholders entitled to attend (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail or publication on the website of the Bank or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail or such documents shall be delivered by publication on the website of the Bank or other methods stipulated in the Articles of Association. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice. The public notice referred to above shall be published twenty (20) days to twenty-five (25) days prior to the date of the annual general meeting and fifteen (15) days to twenty (20) days prior to the date of the extraordinary general meetings in a newspaper or several newspapers prescribed by the securities regulatory authority of the State Council. Once published, all domestic shareholders' general meeting. Such announcements shall also be published in accordance with the requirements of the Listing Rules.

No.	Before Amendment	After Amendment
	Article 20 After the notice on convening	Article 20 After the notice on convening
	the shareholders' general meeting sent	the shareholders' general meeting sent
	out, the shareholders' general meeting	out, the shareholders' general meeting
	shall not be postponed or cancelled and	shall not be postponed or cancelled and
	the proposal listed in the notice on the	the proposal listed in the notice on the
	shareholders' general meeting shall not	shareholders' general meeting shall not
11	be cancelled without justifiable causes.	be cancelled without justifiable causes.
11	In the case of any circumstance for	In the case of any circumstance for
	postponement or cancellation of the	postponement or cancellation of the
	meeting, the convener shall make an	meeting, the convener shall make an
	announcement and explain the reasons at	announcement and explain the reasons at
	least two (2) working days before the	least two (2) working days before the
	date for the planned shareholders'	date for the planned shareholders'
	general meeting.	general meeting.
	Article 21 Shareholders may attend a	Article 21 Shareholders may attend a
	shareholders' general meeting in person	shareholders' general meeting in person
	or appoint a proxy to attend and vote on	or appoint a proxy to attend and vote on
	their behalf. A shareholder shall entrust	their behalf. A shareholder shall entrust
	the proxy in writing, which shall submit	the proxy in writing, which shall submit
	the letter of attorney to the Bank; if the	the letter of attorney to the Bank; if the
	entrusting party is a legal entity, the	entrusting party is a legal entity, the
12	written entrustment file shall be sealed	written entrustment file shall be sealed
	by the legal entity's stamp or signed by	by the legal entity's stamp or signed by
	the proxy officially appointed by the	its Directors or the proxy officially
	shareholder.	appointed by the shareholder.
	The appointment of proxies by	The appointment of proxies by
	shareholders shall comply with the	shareholders shall comply with the laws
	Articles of Association.	and regulations and the Articles of
		Association.

No. **Before Amendment** Article 24 The instrument appointing a voting proxy shall be placed at the domicile of the Bank or at such other place as specified in the notice of the meeting within twenty-four hours prior to the meeting at which the proxy is authorised to vote or within twenty-four hours prior to the specified time of the vote. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be The notarised power of notarised. attorney other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Bank or at such other place as specified in the notice of the meeting. The power of attorney may be delivered to the Bank by facsimile but the original copy shall 13 be delivered to the Bank prior to the holding of the meeting. Where the entrusting party is a legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall be entitled attend the Bank's shareholders' general meeting as the representative of such legal person.

Where the entrusting party has died, lost its capacity for action, revoked the authorisation of signing instrument of appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the power of attorney shall remain valid as long as the Bank has not received a written notice of such matters prior to the relevant meeting.

Article 24 The instrument appointing a

After Amendment

voting proxy shall be placed at the domicile of the Bank or at such other place as specified in the notice of the meeting within twenty-four24 hours prior to the meeting at which the proxy is authorised to vote or within twentyfour24 hours prior to the specified time of the vote. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Bank or at such other place as specified in the notice of the meeting. The power of attorney may be delivered to the Bank by facsimile but the original copy shall be delivered to the Bank prior to the holding of the meeting. Where the entrusting party is a legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall be entitled attend the Bank's shareholders' general meeting as the representative of such legal person.

Where the entrusting party has died, lost its capacity for action, revoked the authorisation of signing instrument of appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the power of attorney shall remain valid as long as the Bank has not received a written notice of such matters prior to the relevant meeting.

No.	Before Amendment	After Amendment
	Article 28 Where the Bank convenes a	Article 28 Where the Bank convenes a
	shareholders' general meeting, the	shareholders' general meeting, the
	Board of Directors, the Board of	Board of Directors, the Board of
	Supervisors and the shareholders that	Supervisors and the shareholders that
	solely or collectively hold three percent	solely or collectively hold three percent
	(3%) or more of the shares of the Bank	(3%) or more of the shares of the Bank
	may put forward a proposal to the Bank.	may put forward a proposal to the Bank.
	The shareholders that solely or	The shareholders that solely or
	collectively hold three percent (3%) or	collectively hold three percent (3%) or
	more of the shares of the Bank may put	more of the shares of the Bank may put
14	forward an interim proposal and submit	forward an interim proposal and submit
	it to the convener in written form within	it to the convener in written form within
	ten (10) days before the meeting is held.	ten (10) days before the meeting is held.
	The convener shall issue a	The convener shall issue a
	supplementary notice on the meeting	supplementary notice on the meeting
	and announce the contents of the interim	and announce the contents of the interim
	proposal within two (2) days upon	proposal within two (2) days upon
	receipt of the aforesaid proposal. If the	receipt of the aforesaid proposal. If the
	listing rules state otherwise where the	listing rules state otherwise where the
	Bank's stocks are listed, the contents	Bank's stocks are listed, the contents
	shall meet the rules as well.	shall meet the rules as well.

No.	Before Amendment	After Amendment
	Article 39 The shareholders (including	Article 39 The shareholders (including
	proxies) shall exercise their voting	proxies) shall exercise their voting
	rights according to the number of voting	rights according to the number of voting
	shares that they hold at the shareholders'	shares that they hold at the shareholders'
	general meeting, each share shall carry	general meeting, each share shall carry
	one voting right. The Bank has no voting	one voting right. The Bank has no voting
	right for the shares it holds, and such	right for the shares it holds, and such
	part of shares shall not be included in the	part of shares shall not be included in the
	total amount of voting shares of the	total amount of voting shares of the
	shareholders that attend the	shareholders that attend the
	shareholders' general meeting.	shareholders' general meeting.
	Where any shareholder is, under	Where any shareholder is, under
	applicable laws and regulations and the	applicable laws and regulations and the
	listing rules of the stock exchange(s) on	listing rules of the stock exchange(s) on
	which the shares of the Bank are listed,	which the shares of the Bank are listed,
	required to abstain from voting on any	required to abstain from voting on any
15	particular resolution or restricted to	particular resolution or restricted to
13	voting only for or against any particular	voting only for or against any particular
	resolution, any vote cast by or on behalf	resolution, any vote cast by or on behalf
	of such shareholder in contravention of	of such shareholder in contravention of
	such requirement or restriction shall not	such requirement or restriction shall not
	be counted in the resolution results.	be counted in the resolution results.
	In the course of considering matters	In the course of considering matters
	relating to connected transactions at the	relating to connected/related
	shareholders' general meeting, the	transactions at the shareholders' general
	shareholders involved in the connected	meeting, the shareholders involved in
	transactions will abstain from voting	the connected/related transactions
	under the laws and regulations and the	(hereinafter referred to as "related
	Listing Rules. The number of voting	shareholders") will abstain from voting
	shares represented by such shareholders	under the laws and regulations and the
	shall be excluded from the total number	Listing Rules. The number of voting
	of voting shares present at the meeting.	shares represented by such shareholders
		shall be excluded from the total number
		of voting shares present at the meeting.

No.	Before Amendment	After Amendment
16	Article 40 The resolution announcement of the shareholders' general meeting shall be given full disclosure of non-related shareholders' vote.	Article 40 The resolution announcement of the shareholders' general meeting shall be given full disclosure of non-related shareholders' vote.
	While the shareholders' general meeting examines related/connected transactions matters, the connected shareholders shall withdraw from the voting; where the meeting need the related shareholders to give explanations, the related shareholders bear the duty and obligation to make truthful explanation in the meeting.	While the shareholders' general meeting examines related/connected transactions matters, the related connected shareholders shall withdraw from the voting; where the meeting need the related shareholders to give explanations, the related shareholders bear the duty and obligation to make truthful explanation in the meeting.
	The chairman of the meeting shall, at the beginning of the meeting, announce that the connected shareholders shall refrain from and not participate in the voting of the connected transaction.	The chairman of the meeting shall, at the beginning of the meeting, announce that the connected related shareholders shall refrain from and not participate in the connected transaction.
	Related shareholders can withdraw by himself/herself, or any other shareholder attending the shareholders' general meeting can put forward withdrawing requests.	Related shareholders can withdraw by himself/herself, or any other shareholder attending the shareholders' general meeting can put forward withdrawing requests.
	Article 43 Votes of the shareholders' general meeting shall be taken by raising hands for resolutions, unless relevant regulations of the securities regulatory authority where the shares of the Bank are listed or other applicable laws and regulations as otherwise provided require, or the following persons require voting by written ballot before or after voting by raising hands:	Article 43 Votes of the shareholders' general meeting shall be taken by raising hands for resolutions, unless relevant regulations of the securities regulatory authority where the shares of the Bank are listed or other applicable laws and regulations as otherwise provided require, or the following persons require voting by written ballot before or after voting by raising hands:
17	(1) The chairman of the meeting;	(1) The chairman of the meeting;
	(2) At least two (2) shareholders having voting rights or proxies of shareholders having voting rights; or	(2) At least two (2) shareholders having voting rights or proxies of shareholders having voting rights; or
	(3) One or several shareholders (including their proxies) holding individually or jointly ten percent (10%) or more of the voting shares at the meeting.	(3) One or several shareholders (including their proxies) holding individually or jointly ten percent (10%) or more of the voting shares at the meeting.

No.	Before Amendment	After Amendment
18	Article 50 Resolutions of the shareholders' general meeting include ordinary and special resolutions.	Article 50 Resolutions of the shareholders' general meeting include ordinary and special resolutions.
	Ordinary resolutions of the shareholders' general meeting shall be passed by more than half (1/2) of the voting rights held by shareholders with voting rights (including proxies) present at the meeting.	Ordinary resolutions of the shareholders' general meeting shall be passed by more than half (1/2) of the voting rights held by shareholders with voting rights (including proxies) present at the meeting.
	Special resolutions of the shareholders' general meeting and resolutions of Shareholders' Class Meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders with voting rights (including proxies) present at the meeting.	Special resolutions of the shareholders' general meeting and resolutions of Shareholders' Class Meeting shall be passed by more than two thirds (2/3) of the voting rights held by the shareholders with voting rights (including proxies) present at the meeting.
	Article 51 The following matters shall be passed by ordinary resolution by the shareholders' general meeting:	Article 51 The following matters shall be passed by ordinary resolution by the shareholders' general meeting:
	(1) The work report of the Board of Directors and the Board of Supervisors;	(1) The work report of the Board of Directors and the Board of Supervisors;
	(2) The profit distribution plan and loss make-up plan proposed by the Board of Directors;	(2) The profit distribution plan and loss make-up plan proposed by the Board of Directors;
	(3) Appointment and removal and remuneration and payment methods of the members of the Board of Directors and the Board of Supervisors;	(3) Appointment and removal (except for removal of independent directors) and remuneration and payment methods of the members of the Board of Directors and the Board of Supervisors;
19	(4) The Bank's annual budget and final accounts report, balance sheet, profits statement and other financial statements;	(4) The Bank's annual budget and final accounts report, balance sheet, profits statement and other financial statements;
	(5) The Bank's annual report;	(5) The Bank's annual report;
	(6) Examination of changes in the way of using raised capital;	(6) Examination of changes in the way of using raised capital;
	(7) Other matters other than those stated to be passed by special resolutions by the laws, administrative regulations, the Listing Rules or the Articles of Association.	(7) Other matters other than those stated to be passed by special resolutions by the laws, administrative regulations, listing rules, provisions of securities regulatory authorities where the Bank's shares are listed or the Articles of Association.

No.	Before Amendment	After Amendment
	Article 52 The following matters shall be passed by way of special resolutions of the shareholders' general meeting:	Article 52 The following matters shall be passed by way of special resolutions of the shareholders' general meeting:
	(1) Increase or reduction of the Bank's share capital and issuance of any category of shares, warrants or other similar securities;	(1) Increase or reduction of the Bank's share capital and issuance of any category of shares, warrants or other similar securities;
	(2) Issuance of the Bank's bonds or listing;	(2) Issuance of the Bank's bonds or listing;
	(3) Division, merger, dissolution and liquidation or form change of the Bank;	(3) Division, merger, dissolution and liquidation or form change of the Bank;
	(4) Amendment of the Articles of Association;	(4) Amendment of the Articles of Association;
	(5) Fixed assets investment, external	(5) Removal of independent directors;
20	guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority where the Bank's shares are listed as well as the provisions of the Articles of Association and other internal system; (6) Equity incentive plan;	(5)(6) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority where the Bank's stocks are listed as well as the provisions of the Articles of Association and other internal system;
	and administrative regulations, departmental regulations, provisions of	(6)(7) Consideration and approval of the proposal on equity incentive plan;
	securities regulatory authority where the shares of the Bank are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Bank and are required to be passed by a special resolution.	(7)(8) Matters to be passed by special resolutions as stipulated by the laws, administrative regulations, departmental regulations, provisions of securities regulatory authority where the shares of the Bank are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Bank and are required to be passed by a special resolution.

No.	Before Amendment	After Amendment
	Article 55 List of candidates for	Article 55 List of candidates for
	Directors and Supervisors shall be	Directors and Supervisors shall be
	submitted to shareholders' general	submitted to shareholders' general
	meeting for voting by way of a	meeting for voting by way of a
	resolution. All directors of the Bank	resolution. All directors of the Bank
	shall be elected by the shareholders'	shall be elected by the shareholders'
	general meeting; supervisors who are	general meeting; supervisors who are
	not employee representatives shall be	not employee representatives shall be
	elected by the shareholders' general	elected by the shareholders' general
	meeting.	meeting.
		As for resolutions in respect of the
		election of Directors and Supervisors,
		a cumulative voting system may be adopted in accordance with the
		Articles of Association or the
21		resolutions of the shareholders'
		general meeting.
		general mooning.
		The cumulative voting system as
		referred above means that when a
		director or supervisor is elected at the
		shareholders' general meeting, each
		share shall carry the same number of
		voting rights as the number of
		directors or supervisors to be elected,
		and the voting rights owned by the
		Shareholders may be cumulatively
		used. The Board shall announce
		biography and basic information of
		candidates for Directors and
		Supervisors.

No.	Before Amendment	After Amendment
	Article 58 Directors, the secretary to the	Article 58 Directors, the secretary to the
	Board, the convener or his	Board, the convener or his
	representative and the chairman of the	representative and the chairman of the
	meeting shall sign on the minutes of the	meeting shall sign on the minutes of the
	meeting and ensure that the contents of	meeting and ensure that the contents of
	minutes of the meeting are true, accurate	minutes of the meeting are true, accurate
	and complete. The minutes of the	and complete. The minutes of the
22	meeting should be maintained in the	meeting should be maintained in the
22	office of the Board of Directors as the	office of the Board of Directors as the
	records of the Banks with the register for	records of the Banks with the register for
	signing of attending shareholders and	signing of attending shareholders and
	the proxy form of their proxies and valid	the proxy form of their proxies and valid
	information on voting via internet and	information on voting via internet and
	other manners, and the maintaining	other manners, and the maintaining
	period shall be ten (10) years.	period shall be ten (10) years
		permanent.

The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedures for Board Meetings are compared against the existing Rules of Procedures for Board Meetings for ease of reference. After addition of the new articles, the articles have been re-numbered accordingly. The following amendments will become effective upon approval by the Shareholders.

No. **Before Amendment After Amendment** Article 1 In order to further standardize Article 1 In order to further standardize working and decision-making working and decision-making procedures of the Board of Directors of procedures of the Board of Directors of the Bank of Jinzhou Co., Ltd. (the the Bank of Jinzhou Co., Ltd. (the "Bank"), ensure that the Bank's "Bank"), ensure that the Bank's decision-making process is democratic decision-making process is democratic and scientific, and bring operation and and scientific, and bring operation and decision-making center role of the Board decision-making center role of the Board of Directors into full play, these Rules of of Directors into full play, these Rules of Procedures (hereinafter referred to as Procedures (hereinafter referred to as "these Rules") are enacted in accordance "these Rules") are enacted in accordance with the requirements of the relevant with the requirements of the relevant laws, regulations, regulatory documents laws, regulations, regulatory documents including the Company Law of the including the Company Law of the People's Republic of China (hereinafter People's Republic of China (hereinafter referred to as the "Company Law"), the referred to as the "Company Law"),the 1 Securities Law of the People's Republic Securities Law of the People's Republic of China, the Special Provisions of the of China, the Special Provisions of the State Council on the Offering and State Council on the Offering and Listing of Shares Overseas by Joint Listing of Shares Overseas by Joint Stock Limited Companies, the Stock Limited Companies, Corporate Mandatory Provisions of Articles of Governance Guidelines for Banking Association of Overseas Listed Insurance Institutions, Companies, the Rules Governing the Mandatory Provisions of Articles of Listing of Securities on The Stock Association ofOverseas Listed Exchange of Hong Kong Limited Companies, the Rules Governing the (hereinafter referred to as "Listing Listing of Securities on The Stock Rules") and the Articles of Association Exchange of Hong Kong Limited of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as "Listing (hereinafter referred to as the "Articles Rules") and the Articles of Association of Association"). of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as the "Articles of Association").

No.	Before Amendment	After Amendment
	Article 4 The Bank sets up the Board of	Article 4 The Bank sets up the Board of
	Directors, the composition of which	Directors, the specific number and
	shall be stipulated in the Articles of	composition of which shall be stipulated
	Association, with no less than three	in the Articles of Association, with no
	independent non-executive directors and	less than three independent directors
	no less than one-third of the total	(also known as "independent non-
	number of Directors. At least one of the	executive directors") and no less than
	Board members must possess	one-third 1/3 of the total number of
	appropriate professional qualifications	Directors. At least one (1) of the
	or accounting or related financial	independent non-executive directors
2	management expertise.	must possess appropriate professional
		qualifications or accounting or related
	Functions and duties of independent	financial management expertise.
	non-executive directors of the Board of	
	Directors of the Bank include but not	Functions and duties of independent
	limited to:	non-executive directors of the Board of
		Directors of the Bank include but not
		limited to:
		(6) Other duties as stipulated in the
		laws and regulations and the Articles
		of Association.

No.	Before Amendment	After Amendment
	Article 5 The Board of Directors shall be	Article 5 The Board of Directors shall be
	accountable to the shareholders' general	accountable to the shareholders' general
	meeting and exercise the following	meeting and exercise the following
	functions and powers:	functions and powers:
	(1) convene the shareholders' general	(1) convene the shareholders' general
	meeting and report to the shareholders'	meeting and report to the shareholders'
	general meeting;	general meeting;
	(2) implement the resolutions of the	(2) implement the resolutions of the
	shareholders' general meeting;	shareholders' general meeting;
	(3) decide the development plan of the	(3) decide the development plan
	Bank;	strategies of the Bank and supervise
	(4) decide the operation plan, investment	the implementation of the strategies;
	plan, and major assets disposal plan of	(4) decide the operation plan, investment
	the Bank;	plan , and major assets disposal plan of
	(5) formulate the annual financial	the Bank;
	budget plan and final account plan of the	(5) formulate the capital plan of the
	Bank;	Bank and assume ultimate
	(6) formulate the profit distribution plan	responsibility for capital or solvency
3	and loss make-up plan of the Bank;	management;
	(7) formulate the plans for the increase	(6) formulate policies on the risk
	or decrease of the registered capitals, the	tolerance, risk management and
	issuance of bonds or other securities and	internal control of the Bank and
	the listing of the Bank;	assume ultimate responsibility for
	(8) make the plans for major	comprehensive risk management;
	acquisitions of the Bank, the	(57) formulate the annual financial
	acquisitions of the stock of the Bank or	budget plan and final account plan of the
	merger, division, dissolution and form	Bank;
	change of the Bank;	(68) formulate the profit distribution
	(9) regularly evaluate and improve the	plan and loss make-up plan of the Bank;
	Bank's corporate governance;	(79) formulate the plans for the increase
	(10) within the authorised range of the	or decrease of the registered capitals, the
	shareholders' general meeting, decide	issuance of bonds or other securities and
	the Bank's external investment,	the listing of the Bank;
	acquisition and selling of assets, pledged	(810) make the plans for major
	assets, external guarantee matters,	acquisitions of the Bank, the
	related/connected transactions and other	acquisitions of the stock of the Bank or
	matters;	merger, division, dissolution and form
		change of the Bank;

No.	Before Amendment	After Amendment
	(11) determine arrangement plans for the	(911) regularly evaluate and improve the
	Bank's internal management agencies,	Bank's corporate governance;
	branches and capacity, and the number	(1012) in accordance with the laws
	of management personnel;	and regulations and the Articles of
	(12) according to the nomination of the	Association, within the authorised range
	chairman of Board of Directors, engage	of the shareholders' general meeting,
	or dismiss the president and secretary of	decide the Bank's external investment,
	the Board of the Bank; upon the	purchases of assets, disposal and
	nomination of the president, engage or	write-off of assets, acquisition and
	dismiss the vice president, assistant	selling of assets, pledged assets, external
	president, financial director and other	guarantee matters, related/connected
	senior management personnel;	transactions, data governance and other
	(13) decide the remuneration matters	matters;
	and disciplinary matters of senior	(44 13) determine arrangement plans for
	management personnel;	the Bank's internal management
	(14) formulate the basic management	agencies, branches and capacity, and the
	system, validate work rules for the	number of management personnel;
	president;	(1214) according to the nomination of
	(15) formulate the amendment plan for	the chairman of Board of Directors,
	the Articles of Association;	engage or dismiss the president and
	(16) manage the information disclosure	secretary of the Board of the Bank; upon
	matters of the Bank;	the nomination of the president, engage
	(17) propose on the engagement or	or dismiss the vice president, assistant
	replacement of the accounting firm that	president, financial director chief
	audits the Bank to the shareholders'	financial officer and other senior
	general meeting;	management personnel;
	(18) listen to the work report of the	(13 15) decide the remuneration matters
	president of the Bank and check the	and disciplinary matters of senior
	work of the president;	management personnel, supervise
	(19) verify the Bank's compliance with	senior management to perform their
	the Corporate Governance Code	duties;
	specified in Listing Rules of Hong Kong	(1416) formulatedevelop the basic
	Stock Exchange and the information	management system, validate work rules
	disclosed in the Corporate Governance	for the president;
	Report;	(15 17) formulate the amendment plan
	(20) determine the strategies, policies	for the Articles of Association,
	and target for the protection works of	formulate the Rules of Procedures for
	consumer rights of the Bank and assume	General Meetings, the Rules of
	the ultimate responsibility for protection	Procedures for Board Meetings, and
	of consumer rights;	consider and approve the working
		rules of the special committees of the
		Board of Directors;

No.	Before Amendment	After Amendment
	(21) other functions and powers	(1618) manage the information
	conferred by laws, administrative	disclosure matters of the Bank, and
	regulations, departmental rules or rules	assume the ultimate responsibility for
	(including the Listing Rules) or the	the truthfulness, accuracy,
	Articles of Association.	completeness and timeliness of
	The Board of Directors shall consider	accounting and financial reports;
	the opinions of the Party Committee	(4719) propose on the engagement or
	before making decisions on the major	replacement of the accounting firm that
	issues of the Bank.	carries out statutory audit on the
	The resolutions of the Board of	financial reports of the Bank on a
	Directors must be passed upon the	regular basis to the shareholders'
	approval of more than half of all the	general meeting;
	directors, and the major investment, the	(1820) listen to the work report of the
	major asset disposal plans and other	president of the Bank and check the
	major matters that shall be submitted to	work of the president;
	the Board of Directors for deliberation	(21) establish the mechanism for
	in Item (6), (7), (8), (12) and (15) of the	identification, verification and
	above paragraph must be passed upon	management of the conflict of
	the approval of more than two thirds	interests between the Bank and
	(2/3) of directors.	shareholders, in particular substantial
	Each director shall have one vote when	shareholders;
	voting on a resolution of the Board of	(22) assume the management
	Directors.	responsibility for affairs of
	The Board of Directors shall perform its duties in accordance with the State's	shareholders;
		(1923) verify the Bank's compliance with the Corporate Governance Code
	laws, administrative regulations, the Articles of Association, the Listing	specified in Listing Rules of Hong Kong
	Rules and resolutions of the	Stock Exchange and the information
	shareholders.	disclosed in the Corporate Governance
	shareholders.	Report:
		(2024) safeguard the legitimate rights
		and interests of financial consumers
		and other stakeholders, determine the
		strategies, policies and target for the
		protection works of consumer rights of
		the Bank and assume the ultimate
		responsibility for protection of
		consumer rights;
		(2125) other functions and powers
		conferred by laws, administrative
		regulations, departmental rules or rules
		(including the Listing Rules) or the
		Articles of Association.

No.	Before Amendment	After Amendment
		The Board of Directors shall consider
		the opinions of the Party Committee
		research and discussion from the
		Party Committee before making
		decisions on the major issues of the
		Bank.
		The resolutions of the Board of
		Directors must be passed upon the
		approval of more than half of all the
		directors, and the major investment, the
		major asset disposal plans and other
		major matters that shall be submitted to
		the Board of Directors for deliberation
		in Item (6), (7), (8), (12) and (15) of the
		above paragraph and the major matters
		including the profit distribution plan,
		the remuneration plan, major
		investment, the major asset disposal
		plans, recruiting or dismissing senior
		management, the capital increase
		plan, major shareholding structure
		change and financial reorganization,
		etc., must be passed upon the approval
		of more than two thirds (2/3) of
		directors.
		Each director shall have one vote when
		voting on a resolution of the Board of
		Directors.
		The Board of Directors shall perform its
		duties in accordance with the State's
		laws, administrative regulations, the
		Articles of Association, the Listing
		Rules and resolutions of the
		shareholders.

No. **Before Amendment After Amendment** Article 6 The Board of Directors can set Article 6 The Board of Directors can set up special committees such as Strategy up special committees such as Strategy Committee. Risk Management Committee. Risk Management Committee, Related-party Transaction Committee, Related-party Transaction Control Committee, Audit Committee Control Committee, Audit Committee and Nomination and Remuneration and Nomination and Remuneration Committee and Consumer Committee and Consumer Rights Rights Protection Committee according to the Protection Committee according to the requirements of the law, regulations and requirements of the law, regulations and rules, and other special committees rules, and other special committees which the Board deems necessary. The which the Board deems necessary. The specialized committees of the Board of specialized committees of the Board of Directors shall be accountable to the Directors shall be accountable to the Board of Directors, provide professional Board of Directors, provide professional opinions to the Board of Directors or opinions to the Board of Directors or make decisions on specific matters as make decisions on specific matters as authorized by the Board of Directors authorized by the Board of Directors The number of people for the special The number of people for the special committees of the Board of Directors is committees of the Board of Directors is not less than three (3) and the chiefs of not less than three (3) and the the Related-party Transaction Control proportion of independent directors in 4 Committee, Audit Committee and the the Related-party Transaction Control Nomination Remuneration Committee, Audit Committee, the and Committee shall acted Nomination Remuneration be bv and independent directors. Directors Committee and Risk Management nominated by the controlling Committee shall be, on principle, be shareholders of the Bank shall not no less than one third (1/3), the chiefs become members of the Related-party of the Related-party Transaction Control Transaction Control Committee and the Committee, Audit Committee and the Nomination Nomination and Remuneration and Remuneration Committee. The rules of procedures for Committee shall be acted bv the meetings and work procedures of independent directors. **Directors** each of the special committees of the nominated by the controlling Board of Directors shall be established shareholders of the Bank shall not by the Board of Directors. become members of the Related-party Transaction Control Committee and the Nomination and Remuneration Committee. The rules of procedures for the meetings and work procedures of each of the special committees of the Board of Directors shall be established by the Board of Directors.

No.	Before Amendment	After Amendment
	Article 10 The directors shall comply	Article 10 The directors shall comply
	with the laws, administrative regulations	with the laws, administrative regulations
	and the Listing Rules and the Articles of	and the Listing Rules and the Articles of
	Association, and bear the following	Association, and bear the following
	diligence obligations to the Bank:	diligence obligations to the Bank:
	(1) shall cautiously, carefully and	(1) shall cautiously, carefully and
	diligently exercise the rights conferred	diligently exercise the rights conferred
	by laws and the Articles of Association,	by laws and the Articles of Association
	apply such degree of skill, care and	and apply such degree of skill, care and
	diligence as may reasonably be expected	diligence as may reasonably be expected
	of a person of his knowledge and	of al person of his knowledge and
	experience and holding his office within	experience and holding his office within
	the issuer and act in the interests of the	the issuer and act in the interests of the
	Bank as a whole and for proper purposes	Bank as a whole and for proper purposes
	in order to ensure the Bank's business	and guarantee sufficient time and
	practices comply with national laws,	energy to perform his duties in order to
	administrative regulations and the	ensure the Bank's business practices
	requirements of the national economic	comply with national laws,
5	policies, and commercial activities shall	administrative regulations and the
	not exceed the business range stipulated	requirements of the national economic
	on the business license;	policies, and commercial activities shall
	(2) shall be fair to all shareholders;	not exceed the business range stipulated
	(3) shall carefully read the business,	on the business license;
	financial reports of the Bank, timely	(2) shall be accountable to the Bank
	understand the business operations and	and all shareholders and be fair to all
	management of the Bank; (4) shall sign a written confirmation to	shareholders when performing their duties;
	the Bank's periodic reports, to ensure	(3) shall carefully read the business,
	that the information disclosed by the	financial reports of the Bank, timely
	Bank is true, accurate and complete;	understand the business operations and
	(5) personally excise the legally	management of the Bank and have the
	conferred disposal right of the Bank,	power to require the senior
	shall not be manipulated by others;	management to provide the relevant
	without the permit of laws, regulations	information that gives full, timely and
	or without the approval of shareholders'	accurate view on the operation and
	general meeting upon informed	management of the Bank or explain
	circumstances, shall not grant the	the relevant matters thereof;
	disposal right to others for exercise;	Í
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No.	Before Amendment	After Amendment
	(6) shall truthfully provide relevant	(4) attend the meetings of the Board of
	information and data to the Board of	Directors in a timely manner, fully
	Supervisors, and shall not prevent the	review the matters to be resolved by
	exercise of functions and powers of the	the Board of Directors, give
	Board of Supervisors or the supervisors;	independent, professional and
	(7) actively participate in relevant	objective opinions, cast votes
	trainings, understand the rights,	independently at his/her prudent
	obligations and responsibilities of	discretion and take responsibilities for
	directors, be familiar with relevant laws	the resolutions of the board;
	and regulations, and grasp relevant	(4 5) shall sign a written confirmation to
	knowledge that shall be possessed as a	the Bank's periodic reports, to ensure
	director;	that the information disclosed by the
	(8) be diligent and fulfil duties, and	Bank is true, accurate and complete;
	maintain the financial security of the	(56) personally excise the legally
	Bank;	conferred disposal right of the Bank,
	(9) shall assume responsibility for the	shall not be manipulated by others;
	use or misuse of the Bank's assets;	without the permit of laws, regulations
	(10) shall make full and fair disclosure	or without the approval of shareholders'
	of its interest in contracts entered into	general meeting upon informed
	with the Bank and its subsidiary	circumstances, shall not grant the
	companies; (11) other diligence obligations	disposal right to others for exercise;
	(11) other diligence obligations stipulated by laws, administrative	(67) shall truthfully provide relevant information and data to the Board of
	regulations, departmental rules, rules	Supervisors, and shall not prevent the
	and the Articles of Association.	exercise of functions and powers of the
	and the Articles of Association.	Board of Supervisors or the supervisors;
		(8) supervise the implementation of
		the resolutions of the general meetings
		and the board meetings by the senior
		management;
		(79) actively participate in relevant
		trainings, understand the rights,
		obligations and responsibilities of
		directors, be familiar with relevant laws
		and regulations, and grasp relevant
		knowledge that shall be possessed as a
		director perpetuate their professional
		competence and capability essential to
		perform their duties;
		(810) be diligent and fulfil duties, and
		maintain the financial security of the
		Bank;

No.	Before Amendment	After Amendment
		(11) follow high standards of professional ethnics and give consideration to the legal interests of the interested parties; (9 12) shall assume responsibility for the use or misuse of the Bank's assets; (1013) shall make full and fair disclosure of its interest in contracts entered into with the Bank and its subsidiary companies; (114) other diligence obligations stipulated by laws, administrative regulations, departmental rules, rules and the Articles of Association.
6	Article 12 The Bank shall take measures to protect directors' right of information, and shall ensure the truthfulness and completeness of the information provided. For matters that need to be decided by the Board of Directors, the Bank shall notify directors and provide relevant information in accordance with the provisions of the Articles of Association of the Bank and these Rules, and take measures to protect directors' right to attend board meetings, provide directors with necessary work conditions for performing their duties and powers.	Article 12 The Bank shall take measures to protect directors' right of information, and shall ensure the truthfulness and completeness of the information provided. For matters that need to be decided by the Board of Directors, the Bank shall notify directors and provide relevant information in accordance with the provisions of the Articles of Association of the Bank and these Rules, and take measures to protect directors' right to attend board meetings, provide directors with necessary work conditions for performing their duties and powers.
7	Article 16 The chairman of the Board of Directors shall exercise the following functions and powers: Where the chairman of Board of Directors is unable to perform duties or fails to perform duties, the deputy chairman of the Board of Directors shall perform duties; where the deputy chairman of the Board of Directors is unable to perform duties or fails to perform duties, more than half of the directors shall elect one director to perform duties.	Article 16 The chairman of the Board of Directors shall exercise the following functions and powers: Where the chairman of Board of Directors is unable to perform duties or fails to perform duties, the deputy chairman of the Board of Directors shall perform duties; where the deputy chairman of the Board of Directors is unable to perform duties or fails to perform duties, more than half of the directors shall elect one1 director to perform duties.

No.	Before Amendment	After Amendment
8	Article 17 The Bank shall have a	Article 17 The Bank shall have a
	secretary to the Board of Directors. The	secretary to the Board of Directors. The
	Secretary of the Board shall be the	Secretary of the Board shall be the
	senior management of the Bank and	senior management of the Bank and
	shall be responsible to the Board of	shall be responsible to the Board of
	Directors. The secretary of the Board of	Directors. The secretary of the Board of
	Directors of the Bank shall be a natural	Directors of the Bank shall be a natural
	person with the requisite professional	person with the requisite professional
	knowledge and experience, whose main	knowledge and experience, whose main
	duties shall be to:	duties shall be to:
	Article 21 The Board of Directors holds	Article 21 The Board of Directors holds
	at least four (4) meetings every year,	at least four (4) meetings every year, at
	once in a quarter, convened by the	least once in a quarter, convened by the
	chairman of Board of Directors, and	chairman of Board of Directors, and
	noticed to all directors, supervisors and	noticed to all directors, supervisors and
9	the president of the Bank within	the president of the Bank in a written
	fourteen (14) days before the regular	form within fourteen (14) days before
	meeting. At least once a year, the Board	the regular meeting. At least once a year,
	of Directors is required to review the	the Board of Directors is required to
	effectiveness of the Bank's internal	review the effectiveness of the Bank's
	controls.	internal controls.
	Article 22 The Bank will hold one	Article 22 The Bank will hold one $(\underline{1})$
	meeting chaired by the chairman only	meeting chaired by the chairman only
	with independent non-executive	with independent non-executive
10	directors every year in order to carry out	directors every year in order to carry out
	an independent audit on the business	an independent audit on the business
	status of the Bank and perform other	status of the Bank and perform other
	duties under the Listing Rules.	duties under the Listing Rules.

No.	Before Amendment	After Amendment
	Article 23 The following persons or	Article 23 The following persons or
	institutions may submit proposals to the	institutions may submit proposals to the
	Board of Directors:	Board of Directors:
	(1) shareholders individually or jointly	(1) shareholders individually or jointly
	holding more than ten percent (10%) of	holding more than ten percent (10%) of
	the voting shares of the Bank;	the voting shares of the Bank;
	(2) chairman of the Board of Directors;	(2) chairman of the Board of Directors;
	(3) more than one third of directors;	(3) more than one third $(1/3)$ of the
	(4) more than half of independent	directors;
	directors;	(4) more than half 2 of the independent
	(5) special committees of the Board of	directors;
	Directors;	(5) special committees under the Board
	(6) the Board of Supervisors;	of Directors;
	(7) the president.	(6) the Board of Supervisors;
	The office of the Board of Directors	(7) the president.
	shall generally collect proposals from	The office of the Board of Directors
	proposers within twenty (20) days	shall generally collect proposals from
	before the convening of the meeting.	directors proposers within twenty (20)
	The proposer may designate relevant	days before the convening of the
	departments of the Bank as the	meeting. in accordance with
1.1	undertaker and be specifically	Proposals' Management of Board of
11	responsible for the draft, amendment	Directors of Jinzhou Bank. The proposer may designate relevant
	and other work on the proposals. The proposer shall assist the Office of the	proposer may designate relevant departments of the Bank as the
	Board of Directors submitting relevant	undertaker and be specifically
	proposals within the time limit, and shall	responsible for the draft, amendment
	be held responsible for the legality,	and other work on the proposals. The
	accuracy and completeness of the	proposer shall assist the Office of the
	proposals according to relevant laws,	Board of Directors submitting relevant
	administrative regulations, codes and	proposals within the time limit, and shall
	the Articles of Association of the Bank,	be jointly held responsible for the
	and shall take the responsibility for	legality, accuracy and completeness of
	interpretation of these proposals. A	the proposals with the undertaker
	proposal shall be structurally complete,	according to relevant laws,
	and include two parts — note and text.	administrative regulations, rules and the
	When necessary, it shall also introduce	Articles of the Bank, and shall take the
	the modification and amendment	responsibility for interpretation of these
	according to directors' suggestions.	proposals. A proposal shall be
		structurally complete, and include two
		parts – note and text. When necessary, it
		shall also introduce the modification and
		amendment according to directors'
		suggestions.

No.	Before Amendment	After Amendment
	Article 25 Upon any of the following	Article 25 Upon any of the following
	circumstances, the chairman of Board of	circumstances, the chairman of Board of
	Directors convenes and presides over an	Directors convenes and presides over an
	interim board meeting within ten (10)	interim board meeting within ten (10)
	days after receiving the proposal:	days after receiving the proposal:
	(1) proposed by shareholders	(1) proposed by shareholders
	representing more than one tenth (1/10)	representing more than one tenth (1/10)
	of the voting rights;	of the voting rights;
	(2) proposed by more than one third	(2) proposed by more than one third
	(1/3) of directors;	(1/3) of directors;
1.2	(3) proposed by the Board of	(3) proposed by the Board of
12	Supervisors;	Supervisors;
	(4) the chairman of Board of Directors	(4) the chairman of Board of Directors
	considers necessary;	considers necessary;
	(5) proposed by more than half (1/2) of	(5) proposed by more than half (1/2) 2 of
	independent directors;	independent directors;
	(6) proposed by the president;	(6) proposed by the president;
	(7) the regulatory department requires to	(7) the regulatory department requires to
	hold the meeting;	hold the meeting;
	(8) other circumstances stipulated in the	(8) other circumstances stipulated in the
	Articles of Association or the Listing	Articles of Association or Listing Rules.
	Rules.	
	Article 26 The ways of notice for an	Article 26 The ways of notice for an
	interim board meeting are: issue the	interim board meeting are: issue the
	notice to each director in the form of	notice to each director in the form of
	fax, express mail, hand delivery, or	fax, express mail, hand delivery, or
	e-mail; the notice period is: three (3)	e-mail; the notice period is: three (3)
13	working days before the meeting. Where	working days before the meeting. Where
13	the interim board meeting is needed to	the interim board meeting is needed to
	be held as soon as possible under	be held as soon as possible under
	emergency situation, the meeting notice	emergency situation, the meeting notice
	may be issued by telephone or other oral	may be issued by telephone or other oral
	ways, but the convener shall give an	ways, but the convener shall give an
	explanation at the meeting.	explanation at the meeting.

No.	Before Amendment	After Amendment
	Article 28 The holding of extraordinary	Article 28 The holding of extraordinary
	board meeting must adhere to the	board meeting must adhere to the
	following rules:	following rules:
	(1) In case when an extraordinary board	(1) In case when an extraordinary board
	meeting is proposed by a shareholder	meeting is proposed by a shareholder
	representing more than ten percent(10%)	representing more than ten percent(10%)
	of the voting rights, the supervisory	of the voting rights, the supervisory
	board and the president, all of them shall	board and the president, all of them shall
	submit a proposal letter to the board	submit a proposal letter to the board
	secretary whom will report it to the	secretary whom will report it to the
	chairman for convocation of the	chairman for convocation of the
	meeting.	meeting.
	(2) In case when an extraordinary board	(2) In case when an extraordinary board
	meeting is jointly proposed by more than	meeting is jointly proposed by more than
14	one-third of the directors and more than	one-third (1/3) of the directors and more
	half of the independent directors, a	than half (1/2) of the independent
	proposal letter signed by all directors or	directors, a proposal letter signed by all
	independent directors concerned shall be	directors or independent directors
	submitted to the board secretary whom	concerned shall be submitted to the
	will report it to the chairman for	board secretary whom will report it to
	convocation of the meeting.	the chairman for convocation of the
	(3) In case when an extraordinary board	meeting.
	meeting is proposed, all proposers shall	(3) In case when an extraordinary board
	submit their reasons and topics. The	meeting is proposed, all proposers shall
	extraordinary board meeting can only	submit their reasons and topics. The
	discuss and resolve topics included in the meeting agenda and will not discuss	extraordinary board meeting can only discuss and resolve topics included in
	and resolve provisional proposals of	the meeting agenda and will not discuss
	directors.	and resolve provisional proposals of
	directors.	directors.
		unctors.

No.	Before Amendment	After Amendment
	Article 31 The board meeting shall be attended by directors personally. Regular or interim board meeting may be held by telephone or similar communications equipment, as long as the participating directors can hear speech of other directors and make normal communication, all the participating directors shall be deemed to have personally attended the meeting. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal.	Article 31 The board meeting shall be attended by directors personally. Regular or interim board meeting may be held by telephone or similar communications equipment, as long as the participating directors can hear speech of other directors and make normal communication, all the participating directors shall be deemed to have personally attended the meeting. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal.
15	The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.	The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.
	Except as otherwise required by the Articles of Association of the Bank and the Listing Rules, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.	Except as otherwise required by the Articles of Association of the Bank and the Listing Rules, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.

No.	Before Amendment	After Amendment
	Article 32 Unless it is otherwise	Article 32 Unless it is otherwise
	required by the listing rules or other	required by the listing rules or other
	applicable provisions of the place on	applicable provisions of the place on
	which the Bank's share are listed, the	which the Bank's share are listed, the
	meeting of the Board of Directors may	meeting of the Board of Directors may
	be convened by members attending in	be convened by members attending in
	person (including video and telephone	person (including video and telephone
	dial-in) and by way of voting in a	dial-in) and by way of voting in a
	communication way. The voting method	communication way by way of
	for the meetings convened by members	circulation of a written resolution. The
	attending in person is by hand or on a	voting method for the meetings
	poll, and the voting method for the	convened by members attending in
	meetings convened by way of	person is by hand or on a poll, and the
	communication is by circulation of a	voting method for the meetings
	written resolution.	convened by way of communication is
	If the meeting of the Board of Directors	by circulation of a written resolution.
	is convened through telephone or video	The Bank shall record the meeting of
	dial in, the Directors attending the	the Board of Directors convened by
	meeting should be guaranteed to listen	members attending in person through
	to other Directors clearly and be capable	tape or video. If the meeting of the
16	of mutual communication. The meetings	Board of Directors is convened through
	of the Board of Directors convened in	telephone or video dial in, the Directors
	this manner should be recorded through	attending the meeting should be
	tape or video. If the Directors cannot	guaranteed to listen to other Directors
	immediately sign the meeting minutes of	clearly and be capable of mutual
	such meetings, they should adopt oral	communication. The meetings of the
	resolutions and execute the written	Board of Directors convened in this
	resolutions as soon as possible. The oral	manner should be recorded through tape
	resolutions of the Directors have the	or video. If the Directors cannot
	equivalent effect of executed written	immediately sign the meeting minutes of
	resolutions. However, the executed	such meetings, they should adopt oral
	written resolutions afterwards should be	resolutions and execute the written
	consistent with the oral resolutions	resolutions as soon as possible. The oral
	during the meeting. If there is a	resolutions of the Directors have the
	discrepancy between the two, the	equivalent effect of executed written
	opinions orally expressed shall prevail.	resolutions. However, the executed
		written resolutions afterwards should be
		consistent with the oral resolutions
		during the meeting. If there is a
		discrepancy between the two, the
		opinions orally expressed shall prevail.

No.	Before Amendment	After Amendment
	Unless otherwise required by the listing	Unless otherwise required by the listing
	rules or applicable provisions of the	rules or applicable provisions of the
	place on which the Bank's shares are	place on which the Bank's shares are
	listed, under the prerequisite to	listed, under the prerequisite to
	sufficiently ensure directors to express	sufficiently ensure directors to express
	opinions, the interim meeting of the	opinions, the interim meeting of the
	Board of Directors may be held in a	Board of Directors may be held in a
	communication voting method to	communication voting method may
	consider Board resolutions, and the	consider Board resolutions by means of
	Directors or other Directors entrusted by	circulation of a written resolution, and
	them shall write "for", "against" or	the Directors or other Directors
	"abstain" on the vote clearly. Once the	entrusted by them shall write "for",
	number of directors who sign in favor of	"against" or "abstain" on the vote
	a resolution reaches the quorum as	clearly. Once the number of directors
	required by these Articles, the resolution	who sign in favor of a resolution reaches
	shall be deemed adopted.	the quorum as required by these Articles,
	-	the resolution shall be deemed adopted.
	If voting on the resolutions is conducted	_
	by way of communication, the	If voting on the resolutions is conducted
	information on the issues for voting and	by way of communication written
	relevant background shall be delivered	circulation, the information on the
	to all the Directors at least three days	issues for voting and relevant
	before such voting with reasons for	background shall be delivered to all the
	convening a meeting by way of	Directors at least three 3 days before
	communication.	such voting with reasons for convening a
	The Bank's profit distribution plan,	meeting by way of communication
	major investment, the major asset	written circulation.
	disposal plans, recruiting or dismissing	The Bank's profit distribution plan,
	senior management, the capital increase	remuneration plan, major investment,
	plan, major shareholding structure	the major asset disposal plans, recruiting
	change and financial reorganization, etc.	or dismissing senior management, the
	shall be submitted to the Board of	capital increase plan, major
	Directors for approval by two thirds	shareholding structure change and
	(2/3) and shall not be voted in a	financial reorganization, etc. shall be
	communication way.	submitted to the Board of Directors for
	-	approval by two thirds (2/3) and shall
		not be voted in a communication way by
		way of written circulation.
	Article 36 Minutes of the meeting of the	Article 36 Minutes of the meeting of the
	Board shall be kept in the office of the	Board shall be kept in the office of the
17	Board as an archive of the Bank. Such	Board as an archive of the Bank. Such
	minutes shall be kept for ten years.	minutes shall be kept for ten years
		permanently.
		I

The English version of this appendix is an unofficial translation of its Chinese version, for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedures for the Board of Supervisors Meetings are compared against the existing Rules of Procedures for the Board of Supervisors Meetings for ease of reference. After addition of the new articles, the articles will be re-numbered accordingly. The following amendments will become effective upon approval by the Shareholders.

No.	Before Amendment	After Amendment
	Article 1 In order to determine the duties	Article 1 In order to determine
	and responsibilities of the Board of	and responsibilities of the
	Supervisors of the Bank of Jinzhou Co.,	Supervisors of the Bank of Jin
	Ltd. (the "Bank"), govern the	Ltd. (the "Bank"), gov
	organizational behavior and operating	organizational behavior and
	procedures of the Board of Supervisors	procedures of the Board of Su
	and determine the responsibilities and	and determine the responsibility
	obligations of Supervisors, these Rules	obligations of Supervisors, the
	of Procedures (hereinafter referred to as	of Procedures (hereinafter refe
	"these Rules") are enacted in accordance	"these Rules") are enacted in a
	with the requirements of the relevant	with the requirements of the
	laws, regulations, regulatory documents	laws, regulations, regulatory d
	including the Company Law of the	including the Company Law
	People's Republic of China (hereinafter	People's Republic of China (h
	referred to as the "Company Law"), the	referred to as the "Company L
1	Securities Law of the People's Republic	Securities Law of the People's
1	of China, the Special Provisions of the	of China, the Corporate Go
	State Council on the Offering and	Guidelines for Banking and I
	Listing of Shares Overseas by Joint	Institutions, the Special Prov
	Stock Limited Companies, the	the State Council on the Offe
	Mandatory Provisions of Articles of	Listing of Shares Overseas
	Association of Overseas Listed	Stock Limited Companie
	Companies, the Rules Governing the	Mandatory Provisions of A
	Listing of Securities on The Stock	Association of Overseas
	Exchange of Hong Kong Limited	Companies, the Rules Gove
	(hereinafter referred to as "Listing	Listing of Securities on T
	Rules") and the Articles of Association	Exchange of Hong Kong
	of the Bank of Jinzhou Co., Ltd.	(hereinafter referred to as
	(hereinafter referred to as "Articles of	Rules") and the Articles of As
	Association").	of the Bank of Jinzhou
		(hereinafter referred to as "A
		Association").

determine the duties of the Board of ank of Jinzhou Co., k"), govern vior and operating oard of Supervisors responsibilities and rvisors, these Rules inafter referred to as nacted in accordance nts of the relevant gulatory documents pany Law of the of China (hereinafter Company Law"), the ne People's Republic porate Governance king and Insurance pecial Provisions of on the Offering and Overseas by Joint Companies, ons of Articles of Overseas Listed iles Governing the es on The Stock Kong Limited ed to as "Listing ticles of Association Jinzhou Co., Ltd. to as "Articles of

No.	Before Amendment	After Amendment
	Article 4 The Board of Supervisors shall	Article 4 The Board of Supervisors shall
	have 8 supervisors which consist of	have 8 supervisors which consist of
	shareholder representatives, external	shareholder representatives (hereinafter
	supervisors, and supervisors who	referred to as the "Shareholder
	represent our staff. The number of	Supervisors"), external supervisors,
	external supervisors shall be no less than	and supervisors who represent our staff
	one third (1/3) of the total number of	(hereinafter referred to as the "Staff
	supervisors. The term of office of a	Supervisors"). The number of external
	supervisor is three years and renewable	supervisors and Staff Supervisors shall
	upon reelection and reappointment.	be no less than one third (1/3) of the
		total number of supervisors. The term of
	The Board of Supervisors shall include	office of a supervisor is three 3 years
	shareholder representatives and a certain	and renewable upon reelection and
	proportion of staff representatives of the	reappointment, but external
	Bank, and the proportion of staff	supervisors shall not serve in the Bank
	representatives shall not be less than one	for more than 6 years in aggregate.
2	third (1/3) of the total number of	
	supervisors. The shareholder	The Board of Supervisors shall include
	representatives are elected and	shareholder representatives and a certain
	dismissed by the shareholders' general	proportion of staff representatives of the
	meeting, and the staff representatives	Bank, and the proportion of staff
	are elected by the staff and workers of	representatives shall not be less than one
	the Bank through the staff representative	third (1/3) of the total number of
	assembly, the general staff meeting or	supervisors.—The shareholder
	other democratic methods.	representatives Shareholder
		Supervisors and external supervisors
		are elected and dismissed by the
		shareholders' general meeting, and the
		staff representatives Staff Supervisors
		are elected or replaced by the staff and
		workers of the Bank through the staff
		representative assembly, the general
		staff meeting or other democratic
		methods.

No.	Before Amendment	After Amendment
	Article 6 The Board of Supervisors has	Article 6 The Board of Supervisors has
	one chairman, one (1) or two (2) vice	one one (1) chairman, one (1) or two (2)
	chairmen. The appointment and	vice chairmen. The appointment and
	dismissal of the chairman and vice	dismissal of the chairman and vice
	chairman of Board of Supervisors shall	chairman of Board of Supervisors shall
	passed by two thirds of the members of	passed by two thirds-2/3 of the members
	the Board of Supervisors through voting.	of the Board of Supervisors through
	The chairman of the Board of	voting. The chairman of the Board of
	Supervisors shall be responsible for	Supervisors shall be responsible for
	presiding over the meeting of the Board	presiding over the meeting of the Board
	of Supervisors; and where the chairman	of Supervisors; and where the chairman
3	of the Board of Supervisors cannot	of the Board of Supervisors cannot
	perform such functions or fails to do so,	perform such functions or fails to do so,
	the vice chairman of the Board of	the vice chairman of the Board of
	Supervisors shall convene and preside	Supervisors shall convene and preside
	over the meeting of the Board of	over the meeting of the Board of
	Supervisors; and where the vice	Supervisors; and where the vice
	chairman of the Board of Supervisors	chairman of the Board of Supervisors
	cannot perform such functions or fails to	cannot perform such functions or fails to
	do so, a supervisor jointly elected by	do so, a one (1) supervisor jointly
	more than half (1/2) of the supervisors	elected by more than half (1/2) of the
	shall convene and preside over the	supervisors shall convene and preside
	meeting of the Board of Supervisors.	over the meeting of the Board of
		Supervisors.

No.	Before Amendment	After Amendment
	Article 7 The Board of Supervisors is	Article 7 The Board of Supervisors is
	responsible to the shareholders' general	responsible to the shareholders' general
	meeting and exercises the following	meeting and exercises the following
	functions and powers according to law:	functions and powers according to law:
	(3) supervising and evaluating the	(3) supervising and evaluating the
	performance of directors and senior	performance of directors and senior
	management personnel of the Bank on	management personnel of the Bank on
	their duties, reporting the assessment	their duties, reporting the assessment
	results and reasons for the performance	results and reasons for the performance
	of duties of the directors and senior	of duties of the directors and senior
	management personnel to the banking	management personnel to the banking
	regulatory authority of the State Council	regulatory authority of the State Council
	within four (4) months after the end of	within four (4) months after the end of
	each year, and reporting the assessment	each year, and reporting the assessment
	results for the performance of duties of	results for the performance of duties of
	the directors and senior management	the directors and senior management
	personnel to the shareholders' general	personnel to the shareholders' general
4	meeting; the performance assessment	meeting; the performance assessment
	work is carried out at least once a year;	work is carried out at least once a year;
	proposing dismissal advice for the	proposing dismissal advice for the
	directors and senior management	directors and senior management
	personnel that violate laws,	personnel that violate laws,
	administrative regulations, the Articles	administrative regulations, the Articles
	of Association or resolutions of	of Association or resolutions of
	shareholders' general meeting;	shareholders' general meeting;
	(14) taking legal proceedings against	(14) taking legal proceedings against
	directors and senior management	directors and senior management
	personnel in accordance with Article 152	personnel in accordance with Article
	of the Company Law;	1521 of the Company Law;
	(16) other functions and powers	(16) other functions and powers
	conferred by the Articles of Association	conferred by the Articles of Association
	and the shareholders' general meeting	and the shareholders' general meeting
	and other laws and regulations and rules.	and other laws and regulations and rules.
	Supervisors must attend board meetings.	Supervisors must attend board meetings.

No.	Before Amendment	After Amendment
	New article	Article 8 Aside from the duties and powers stated in the laws, administrative rules and the Articles of Association, the Board of Supervisors shall focus on the following matters:
		(1) to supervise the Board of Directors in establishing a sound business philosophy, normative values, and guidance in line with the Company's development strategies;
		(2) to evaluate and make a report on the scientificity, reasonableness and effectiveness of the Company's development strategies;
5		(3) to supervise and inspecting operational decisions, risk management and internal control of the Company;
		(4) to supervise the selection procedures of directors;
		(5) to supervise the implementation of the Company's remuneration systems and ensure that the remuneration proposals for the members of senior management are scientific and rational;
		(6) other matters stipulated by laws and regulations, regulatory requirements and the Articles of Association.
		If the Board of Supervisors discovers that problems exist with the way the Board of Directors and the members of senior management are making and implementing of significant financial decisions, the Board of Supervisors shall instruct the Board of Directors to rectify its decision making. When necessary, the Board of Supervisors may report the problematic behavior to the banking regulatory authority.
		When the Board of Supervisors detects any abnormal trading volatility in the Bank, it shall make enquiries of the Board of Directors or the members of senior management.

No.	Before Amendment	After Amendment
	Article 10 The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors. The meetings of Board of Supervisors consist of regular meetings and interim meetings, and either type of meeting shall be convened and presided over by the chairman of the Board of Supervisors.	Article 101 The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors. The meetings of Board of Supervisors consist of regular meetings and interim meetings, and either type of meeting shall be convened and presided over by the chairman of the Board of Supervisors.
6	The Board of Supervisors shall hold regular meetings at least 4 times annually and once quarterly. The notice regarding the forthcoming meeting for the Board of Supervisors shall be served to all supervisors ten (10) days before the meeting date, and the documents to be used in the meeting shall be served on all supervisors five (5) days before the meeting date. Notice and meeting documents shall be sent to all supervisors 5 working days in advance of the interim meeting of the Board of Supervisors.	The Board of Supervisors shall hold regular meetings at least 4 times annually and once quarterly. The notice regarding the forthcoming meeting for the Board of Supervisors shall be served to all supervisors ten (10) days before the meeting date, and the documents to be used in the meeting shall be served on all supervisors five (5) days before the meeting date. Notice and meeting documents shall be sent to all supervisors 5 working days in advance of the interim meeting of the Board of Supervisors.
	The motions on the meeting of Board of Supervisors is discussed and voted by Board of Supervisors term by term. The resolutions of the Board of Supervisors shall be passed by more than two thirds (2/3) of supervisors through voting.	The motions on the meeting of Board of Supervisors is discussed and voted by Board of Supervisors term by term. The resolutions of the Board of Supervisors shall be passed by more than two thirds (2/3) of supervisors through voting.
	If all the external supervisors consider that the information relating to the resolutions to be discussed by the Board of Supervisors is insufficient or that the elaboration regarding the resolutions is	
	unclear, they may jointly make a written proposal to postpone the convening of meeting or the review of the relevant resolution, and the Board of Supervisors shall adopt the proposal.	If all the external supervisors consider that the information relating to the resolutions to be discussed by the Board of Supervisors is insufficient or that the elaboration regarding the resolutions is unclear, they may jointly make a written proposal to postpone the convening of meeting or the review of the relevant resolution, and the Board of Supervisors shall adopt the proposal.

No.	Before Amendment	After Amendment
7	Article 11 An interim meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:	Article 142 An interim meeting of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors within ten (10) days if any of the following events occurs:
	(1) the chairman of the Board of Supervisors deems the meeting to be necessary;	(1) the chairman of the Board of Supervisors deems the meeting to be necessary;
8	Article 12 The Board of Supervisors may invite directors, president and other senior management personnel of the Company to attend its meetings as nonvoting delegates.	Article 123 The Board of Supervisors may invite directors, president and other senior management personnel of the Company Bank to attend its meetings as nonvoting delegates.
9	Article 14 The meetings of the Board of Supervisors shall be held only if not less than two thirds of all supervisors are present. Resolutions of the meetings of the Board of Supervisors are voted on by poll. Each supervisor shall have one vote.	Article 145 The meetings of the Board of Supervisors shall be held only if not less than two thirds 2/3 of all supervisors are present. Resolutions of the meetings of the Board of Supervisors are voted on by poll. Each supervisor shall have one vote, and the Board of Supervisors shall consider the proposal(s) put forward by any supervisor.
10	Article 16 Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, nor personally attends at least two thirds (2/3) of the supervisor meetings, he/she shall be deemed not to perform the duties, and the Board of Supervisors shall propose that the shareholders' general meeting or the staff representatives assembly, the general staff meeting or other bodies to remove such supervisor.	Article 167 Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, nor personally attends at least two thirds (2/3) of the live supervisor meetings, he/she shall be deemed not to perform the duties, and the Board of Supervisors shall propose that the shareholders' general meeting or the staff representatives assembly, the general staff meeting or other bodies to remove such supervisor.
	Each Shareholder Supervisor and external supervisor shall work for the Bank for not less than fifteen (15) working days each year.	Each Shareholder Supervisor and external supervisor shall work for the Bank for not less than fifteen (15) working days each year.

No.	Before Amendment	After Amendment
11	Article 17 Each supervisor shall have one vote. The Board of Supervisors shall consider the proposal(s) put forward by any supervisor.	Deleted
12	Article 18 The resolutions of the regular meetings of the Board of Supervisors and those of the interim meetings of the Board of Supervisors are resolutions of the Board of Supervisors, and shall be passed by no less than two thirds of all supervisors.	Article 18 The resolutions of the regular meetings of the Board of Supervisors and those of the interim meetings of the Board of Supervisors are resolutions of the Board of Supervisors, and shall be passed by no less than two thirds 2/3 of all supervisors.
13	Article 23 The office of the Board of Supervisors shall well preserve the relevant files and materials of the Board of Supervisors and shall compile them into books for reference.	Article 23 The office of the Board of Supervisors shall well preserve the relevant files and materials of the Board of Supervisors and shall compile them into books for reference. The files of meetings of the Board of Supervisors, including, inter alia, notices of meetings and meeting materials, meeting attendance signature records, audio recordings of meetings, voting results, minutes of meetings and announcements of resolutions signed and confirmed by supervisors who attended the respective meetings, shall be kept in custody by the office of the Board of Supervisors. The records of meetings of the Board of Supervisors shall be kept permanently.
14	Article 27 For any item not provided under these Rules, the relevant provisions of the Articles of Association shall be applicable for its execution with reference to the Company Law and the Listing Rules	Article 27 For any item not provided under these Rules, the relevant provisions of the Articles of Association the Company Law or other laws and regulations and regulatory requirements as well as the Articles of Association shall be applicable for its execution with reference to the Company Law and the Listing Rules

SUPPLEMENTAL NOTICE OF EGM



(a joint stock company incorporated in the People's Republic of China with limited liability) (Stock Code: 0416)

(Stock Code of Preference Shares: 4615)

SUPPLEMENTAL NOTICE OF 2021 FIRST EXTRAORDINARY GENERAL MEETING

REFERENCE IS MADE TO the notice of 2021 first extraordinary general meeting (the "**EGM**") issued on 9 August 2021 (the "**Original Notice**") by Bank of Jinzhou Co., Ltd. (the "**Bank**") which sets out the resolutions to be considered by the shareholders of the Bank (the "**Shareholders**") at the EGM to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the People's Republic of China (the "**PRC**") at 9:30 a.m. on Friday, 24 September 2021.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following resolutions in addition to the resolution set out in the Original Notice. Apart from the amendments set out in this supplemental notice, all the information contained in the Original Notice remains valid and effective.

ORDINARY RESOLUTIONS

- 2. To consider and approve the amendments to the Rules of Procedures for Shareholders' General Meetings;
- 3. To consider and approve the amendments to the Rules of Procedures for Board Meetings; and
- 4. To consider and approve the amendments to the Rules of Procedures of the Board of Supervisors Meetings.

SPECIAL RESOLUTION

5. To consider and approve the amendments to the Articles of Association.

By order of the Board
Bank of Jinzhou Co., Ltd.*
Wei Xuekun
Chairman

Jinzhou, Liaoning, the PRC

8 September 2021

SUPPLEMENTAL NOTICE OF EGM

Notes:

- 1. The register of members of the Bank has been closed from Wednesday, 25 August 2021 to Friday, 24 September 2021, both days inclusive, during which period no transfer of the Bank's shares (the "Shares") will be effected. In order to be qualified to attend and vote at the EGM, all transfer documents together with the relevant share certificates and other appropriate documents must be lodged with the H share registrar of the Bank (in respect of H Shares), namely Computershare Hong Kong Investor Services Limited, or to the Bank's registered office in the PRC (in respect of domestic Shares) no later than 4:30 p.m. on Tuesday, 24 August 2021.
- 2. Shareholders of the Bank (the "Shareholders") who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy needs not be a Shareholder
- 3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
- 4. In order to be valid, the revised form of proxy must be deposited, for the holders of H Shares, to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, or for the holders of domestic Shares, to the Bank's registered office in the PRC, not less than 24 hours before the time for holding the EGM (i.e. by Thursday, 23 September 2021 at 9:30 a.m.). If the revised form of proxy is signed by a person under a power of attorney or other authority, a notarially 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 revised proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.

In order to prevent the spread of Novel Coronavirus (COVID-19) and ensure the health and safety of the Shareholders, it is suggested that Shareholders consider appointing the chairman of the EGM as his/her/its proxy to vote at the EGM instead of attending the EGM in person.

- 5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoints authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially 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 EGM.
- 6. If a Shareholder has not yet returned the original form of proxy for the EGM which was dispatched by the Bank on 9 August 2021 (the "Original Form of Proxy") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the EGM on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
- If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
 - (a) If no revised form of proxy is lodged, the Original Form of Proxy, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy;
 - (b) If the revised form of proxy is lodged before 9:30 a.m. on Thursday, 23 September 2021 (the "Closing Time"), the revised form of proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by the Shareholders. The revised form of proxy will be treated as a valid proxy form lodged by the Shareholder; and
 - (c) If the revised form of proxy is lodged after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the revised form of proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no revised form of proxy was lodged.

SUPPLEMENTAL NOTICE OF EGM

- 8. Shareholders who intend to attend the EGM should complete and return the reply slip in writing by hand or by post to the Bank's H share registrar (for holders of H Shares) or the registered office of the Bank in the PRC (for holders of domestic Shares) on or before Saturday, 4 September 2021.
- 9. The EGM is expected to be held for less than half a day.
- 10. The name and address of the Bank's H share registrar is 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

11. The registered office of the Bank in the PRC is as follows:

No. 68 Keji Road Jinzhou City Liaoning Province The PRC

Contact person: An Wei Tel: 86-416-4516081

- 12. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.
- 13. The details of the aforesaid resolutions proposed for the consideration and approval of the EGM is set out in the circulars despatched by the Bank.

As at the date of this supplemental notice, the board of directors of the Bank comprises Mr. Wei Xuekun, Mr. Guo Wenfeng, Mr. Kang Jun, Mr. Yang Weihua and Mr. Yu Jun as executive directors; Mr. Zhao Chuanxin, Ms. Ning Jie, Ms. Gu Jihong, Mr. Lyu Fei and Mr. Luo Nan as non-executive directors; Mr. Wu Jun, Mr. Xie Taifeng, Mr. Xiao Geng, Mr. Wang Xiongyuan and Mr. Su Mingzheng as independent non-executive directors.

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