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If you have sold or transferred all your Shares in CHINA BOHAI BANK CO., LTD., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

(Stock Code: 9668)

**REPORT OF THE BOARD OF DIRECTORS FOR 2021
REPORT OF THE BOARD OF SUPERVISORS FOR 2021
REPORT OF FINAL FINANCIAL ACCOUNTS FOR 2021
PROFIT DISTRIBUTION PLAN FOR 2021
FINANCIAL BUDGET REPORT FOR 2022
INVESTMENT PLAN FOR 2022
RE-APPOINTMENT OF EXTERNAL AUDITORS FOR 2022
LOAN REDUCTION AND EXEMPTION AUTHORIZATION PLAN
REMUNERATION OF MR. LI FUAN FOR 2020
ELECTION OF MR. QU DEFU AS A NON-EXECUTIVE DIRECTOR
ELECTION OF MR. ZHUANG QIFEI AS A NON-EXECUTIVE DIRECTOR
ELECTION OF MR. LUAN XIANZHOU AS A NON-EXECUTIVE DIRECTOR
ELECTION OF MR. ZHAO ZHIHONG AS AN EXECUTIVE DIRECTOR
ELECTION OF MR. CEN SHAOXIONG AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR
GENERAL MANDATE TO ISSUE DOMESTIC SHARES
AND/OR H SHARES
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
NOTICE OF 2021 ANNUAL GENERAL MEETING
NOTICE OF THE FIRST DOMESTIC SHAREHOLDERS'
CLASS MEETING OF 2022
AND
NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2022**

The Bank will convene the 2021 AGM at 2:00 p.m. on Monday, May 16, 2022, the Domestic Shareholders' Class Meeting at 2:30 p.m. on the same day or immediately upon the conclusion of the 2021 AGM, whichever is later, and the H Shareholders' Class Meeting at 3:00 p.m. on the same day or immediately upon the conclusion of the Domestic Shareholders' Class Meeting, whichever is later, at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notices of the 2021 AGM and the Class Meetings are set out in this circular and are also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

If you intend to appoint a proxy to attend the 2021 AGM and/or the Class Meetings, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of Domestic Shares, the proxy form should be returned to the office of the Board of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postcode: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2021 AGM and/or the Class Meetings or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 AGM and/or the Class Meetings or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

April 25, 2022

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DEFINITIONS

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

“2021 AGM”	the 2021 annual general meeting of the Bank to be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, May 16, 2022
“Articles of Association”	the Articles of Association of CHINA BOHAI BANK CO., LTD. (as amended, supplemented or otherwise modified from time to time)
“Bank” or “our Bank”	CHINA BOHAI BANK CO., LTD. (渤海銀行股份有限公司)
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Board of Supervisors”	the Board of Supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“Class Meetings”	collectively refer to as the Domestic Shareholders’ Class Meeting and the H Shareholder’s Class Meeting
“Class Shareholders”	Domestic Shareholders and/or H Shareholders (as the case may be)
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“Domestic Share(s)”	ordinary share(s) issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“Domestic Shareholders’ Class Meeting”	the first Domestic Shareholders’ class meeting of 2022 to be convened by the Bank on Monday, May 16, 2022 at 2:30 p.m. or immediately upon the conclusion of the 2021 AGM, whichever is later, at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China
“H Shareholder(s)”	the holder(s) of H Shares

DEFINITIONS

“H Share(s)”	the overseas listed foreign share(s) issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed and traded on the Hong Kong Stock Exchange
“H Shareholders’ Class Meeting”	the first H Shareholders’ class meeting of 2022 to be convened by the Bank on Monday, May 16, 2022 at 3:00 p.m. or immediately upon the conclusion of the Domestic Shareholders’ Class Meeting, whichever is later, at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China
“HK\$” or “HKD” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)” or “Independent Director(s)”	the independent non-executive Director(s) of the Bank
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Reporting Period”	the year ended December 31, 2021
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	the Domestic Share(s) and H Share(s)
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	percent

LETTER FROM THE BOARD



CHINA BOHAI BANK CO., LTD.
渤海銀行股份有限公司

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

(Stock Code: 9668)

Executive Directors:

Mr. LI Fuan (*Chairman*)
Mr. QU Hongzhi
Mr. DU Gang

Non-executive Directors:

Mr. FUNG Joi Lun Alan (*Vice Chairman*)
Ms. YUAN Wei
Mr. YE Baishou
Mr. HU Aimin
Mr. ZHANG Yunji

Independent Non-executive Directors:

Mr. MAO Zhenhua
Mr. CHI Guotai
Mr. MU Binrui
Mr. TSE Yat Hong
Mr. WANG Ren
Mr. ZHU Ning

***Registered Address and
Office Address:***

218 Haihe East Road
Hedong District
Tianjin
PRC

***Principal Place of Business
in Hong Kong:***

Suites 1201-1209 and 1215-1216
12/F, Two International Finance Centre
Central
Hong Kong

To the Shareholders

Dear Sir/Madam,

**REPORT OF THE BOARD OF DIRECTORS FOR 2021
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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2021 AGM, notice of the Domestic Shareholders' Class Meeting, notice of the H Shareholders' Class Meeting and to provide you with all the reasonable and necessary information. The following matters will be proposed as ordinary resolutions to Shareholders' general meeting at the 2021 AGM for consideration: (1) Report of the Board of Directors for 2021; (2) Report of the Board of Supervisors for 2021; (3) Report of Final Financial Accounts for 2021; (4) Profit Distribution Plan for 2021; (5) Financial Budget Report for 2022; (6) Investment Plan for 2022; (7) Re-Appointment of External Auditors for 2022; (8) Loan Reduction and Exemption Authorization Plan; (9) Remuneration of Mr. Li Fuan for 2020; (10) Election of Mr. QU Defu as a Non-executive Director; (11) Election of Mr. ZHUANG Qifei as a Non-executive Director; (12) Election of Mr. LUAN Xianzhou as a Non-executive Director; (13) Election of Mr. ZHAO Zhihong as an Executive Director; and (14) Election of Mr. Cen Shaoxiong as an Independent Non-executive Director. The matters of (1) General Mandate to Issue Domestic Shares and/or H Shares and (2) Amendments to the Articles of Association will be proposed as special resolutions to Shareholders' general meeting at the 2021 AGM. Amendments to the Articles of Association will also be proposed to the Class Shareholders at the Class Meetings. Furthermore, this circular also includes written reports of matters to be listened to at the 2021 AGM.

REPORT OF THE BOARD OF DIRECTORS FOR 2021

For the Report of the Board of Directors for 2021 of CHINA BOHAI BANK CO., LTD., please refer to the section "Report of the Board of Directors" of the Bank's 2021 Annual Report.

REPORT OF THE BOARD OF SUPERVISORS FOR 2021

For the Report of the Board of Supervisors for 2021 of CHINA BOHAI BANK CO., LTD., please refer to the section "Report of the Board of Supervisors" of the Bank's 2021 Annual Report.

REPORT OF FINAL FINANCIAL ACCOUNTS FOR 2021

For the Report of Final Financial Accounts for 2021 of CHINA BOHAI BANK CO., LTD., please refer to the section "Audit Report and Financial Report" of the Bank's 2021 Annual Report.

PROFIT DISTRIBUTION PLAN FOR 2021

The Board of the Bank proposes to distribute profits for 2021 in below order:

- (1) The Bank will appropriate statutory surplus reserve based on 10% of the net profit under PRC Accounting Standards for Business Enterprises amounting to RMB862.972 million;

LETTER FROM THE BOARD

- (2) The Bank will appropriate general (risk) reserve amounting to RMB1,831.976 million;
- (3) The Bank will not appropriate discretionary surplus reserve during this year;
- (4) The Bank will distribute cash dividends for 2021 of RMB0.87 (tax inclusive) per 10 Shares to all Shareholders whose names appear on the register of members on May 25, 2022. Dividends and other amounts paid by the Bank to the holders of Domestic Shares shall be denominated, declared and paid in RMB; dividends and other amounts paid by the Bank to holders of H Shares shall be denominated and declared in RMB and paid in Hong Kong dollars. The cash dividends for 2021 of H Shareholders will be translated into Hong Kong dollars with the central parity of the Renminbi against the Hong Kong dollars announced by the People's Bank of China on the date of annual general meeting of the Bank. As of the end of 2021, the total distribution of ordinary shares based on 17.762 billion ordinary shares is RMB1,545.294 million (tax inclusive), representing 20.12% of the net profit attributable to holders of ordinary shares;
- (5) The Bank will not transfer any reserve funds to increase its share capital for 2021.

FINANCIAL BUDGET REPORT FOR 2022

Based on a comprehensive analysis of the economic situation at home and abroad, as well as changes in regulatory policies in 2022, the Bank has prepared the financial budget report for 2022 by taking into account the initiative, orientation and feasibility of the budget.

In 2022, the Bank will face pressure on revenue, expenses, asset quality and capital replenishment and other aspects due to a number of internal and external factors. However, taking into consideration of the orientation and objective nature of the budget, the Bank has prepared its budget target on a generally stable basis. During the actual operation process of the year, the Bank will take various measures to improve revenue, collect bad loans and reduce expenses, and will apply the resources freeing from the action of increasing revenue and reducing expenditures to the increase of provision. It is estimated that the impairment losses on credit for the year will be approximately RMB8 billion. If the risks can be controlled effectively through strict control of asset quality, and the recovery and dissolution of bad loans, the Bank's impairment losses on credit throughout the year is expected to be reduced to RMB6 billion, so as to increase its profit margin.

In 2022, the Bank will further improve the level of refined management, further optimize the allocation of financial resources, and continuously improve the efficiency of input and output. It is expected that the Bank's business and management fee will be RMB10,398.14 million, representing an increase of 8.34% over the previous year and the cost-to-income ratio will be controlled within 40% in 2022. The main regulatory indicators meet the regulatory requirements.

LETTER FROM THE BOARD

In 2022, the Bank will further strengthen the management of fixed assets investment, focus on supporting the renovation of the back-office service center, and guarantee the building of branches as planned. Based on the actual needs of fixed assets, the report is prepared on the basis of business complex building, back-office service center, existing branches and new branches. In 2022, the Bank plans to invest RMB1,681.78 million in fixed assets (including construction in progress), of which: the budget for properties is RMB587.25 million, and the budget for non-properties is RMB1,094.53 million.

The Bank applies for RMB19.5 billion for write-off loss budget for 2022 in total, and is allowed to adjust among bankruptcy reorganization, asset transfer, write-off of bad debts and reduction and exemption of loans according to the actual situation.

INVESTMENT PLAN FOR 2022

I. The main direction and purpose of investment

In order to comply with the macroeconomic development trend, meet the requirements of financial regulatory policies, strengthen and optimize the main financial business, promote industrial transformation and upgrading, and improve core competitiveness, the Bank will carry out key investments in the principal business of commercial bank services without any non-principal business investment projects in 2022 in accordance with the strategic goals and development directions of the Fourth Five-Year Development Strategic Plan of China Bohai Bank.

II. Overview of investment projects

In 2022, the Bank plans to invest four projects with a total estimated amount of RMB2,619.6728 million, and the planned investment amount this year will be RMB2,486.30 million.

Among them, there are three major projects with an estimated investment amount of RMB2,465 million this year; and one general project with an estimated investment amount of RMB21.30 million this year. All the above projects are principal business investment projects. The planned investment amount this year is RMB2,486.30 million, and all of the funds are self-owned.

III. Investment Projects

1. *Floodlighting and Logo Improvement Project of China Bohai Bank Tower*

The total investment budget for the project is RMB65.3392 million. As a landmark building in Tianjin, China Bohai Bank Tower is located at 218 Haihe East Road, Hedong District, Tianjin. The implementation of the project has far-reaching significance for

LETTER FROM THE BOARD

beautifying Tianjin and improving the reputation of the Bank. The planned investment budget this year is RMB21.3 million, and the project construction and settlement will be completed this year. It is estimated that the image investment this year will be RMB8.5 million.

2. Acquisition Project for Properties in Wuhan

The total investment budget for the project is RMB400 million. The Bank plans to invest RMB400 million to purchase the properties located in Wuhan, Hubei Province as the office of Wuhan Branch. The planned investment this year is budgeted at RMB400 million, and it is expected to complete all the investments this year.

3. Renovation Project of Backstage Service Center of China Bohai Bank

The total investment budget for the project is RMB154.3336 million. The project is scheduled to start in September 2022 and be completed in June 2026. The planned investment this year is budgeted at RMB65 million. Moreover, the bidding for the construction unit will be completed and the construction unit will enter the construction site this year. It is estimated that the image investment this year will be RMB30 million.

4. Project of Establishment of the Wholly-owned Wealth Management Subsidiary

The total investment budget for the project is RMB2,000 million. In accordance with the requirements of the relevant regulatory system of regulatory authorities on regulating wealth management business, the Bank, as a commercial bank with custody qualification for securities investment funds, may independently operate wealth management business through the wealth management subsidiary to effectively implement regulatory requirements, achieve professional management of wealth management business, facilitate business transformation and optimization, further enhance the market competitiveness of the Bank, and better serve the coordinated development of the Beijing-Tianjin-Hebei region. The Bank plans to invest RMB2,000 million to establish a wholly-owned wealth management subsidiary. The planned investment this year is budgeted at RMB2,000 million, and it is expected to complete all the investments this year.

RE-APPOINTMENT OF EXTERNAL AUDITORS FOR 2022

The Board proposed to recommend the re-appointment of KPMG Huazhen LLP and KPMG as the Bank's domestic and overseas auditors for 2022, respectively, with a term commencing from the conclusion of 2021 AGM until the conclusion of 2022 annual general meeting. The total audit fee amounts to RMB5.45 million.

LETTER FROM THE BOARD

LOAN REDUCTION AND EXEMPTION AUTHORIZATION PLAN

I. Original authorization

Upon review and approval at the fifth meeting of the fifth session of the Board of the Bank and the 2019 AGM, the current authorization plan of the Bank for loan reduction and exemption is as follows:

- (I) The Board is authorized to approve the loan reduction and exemption in full amount.
- (II) If the sum of the loan principal and interest (including penalty interest) of a single borrower exceeds RMB100 million, the plan for loan reduction and exemption shall be subject to the approval of the Board.
- (III) If the sum of the loan principal and interest (including penalty interest) of a single borrower is lower than RMB100 million (inclusive), the Board shall delegate the authorization to the senior management to approve the plan for loan reduction and exemption.
- (IV) The Risk Control Committee of the Head Office is responsible for managing the loan reduction and exemption work within the authorization scope on behalf of the senior management.
- (V) The senior management shall report to the Board within 10 working days after the loan reduction and exemption is completed.
- (VI) This authorization shall take effect from the date of consideration and approval by the Shareholders' general meeting until the term of the fifth session of the Board expires.

II. Background of the adjustment

In order to strengthen the capability of asset preservation and improve the quality and the efficiency of disposal, the Bank made visits to and surveys on a number of peers. The surveyed peers basically established a multi-level authorization system based on the specific consideration matters and amount of non-performing asset disposal, and established various sub-committees under the senior management to approve the collection and disposal of non-performing assets. According to the surveys and the current situation of the Bank's disposal of non-performing assets, upon approval of the president's office meetings and the Risk Control Committee of the Bank, a non-performing asset disposal committee was established under the Risk Control Committee in August 2021 to review and approve the disposal of non-performing assets within the scope of authorization of the Bank's senior management and the Risk Control Committee. The president of the Bank serves as the chairman, and the position of deputy chairman is held by the leader in charge of the risk management line (chief risk management officer).

LETTER FROM THE BOARD

III. The authorization plan

Given that loan reduction and exemption is one of the conventional means for disposal of non-performing assets, application is made to adjust “The Risk Control Committee of the Head Office is responsible for managing the loan reduction and exemption work within the authorization on behalf of the senior management” in the original plan for loan reduction and exemption authorization to “The Risk Control Committee of the Head Office and its Non-Performing Asset Disposal Committee are responsible for managing the loan reduction and exemption work within the authorization on behalf of the senior management.” Other authorization contents are not adjusted.

The adjusted plan for loan reduction and exemption authorization is as follows:

- (I) The Board is authorized to approve the loan reduction and exemption in full amount.
- (II) If the sum of the loan principal and interest (including penalty interest) of a single borrower exceeds RMB100 million, the plan for loan reduction and exemption shall be subject to the approval of the Board.
- (III) If the sum of the loan principal and interest (including penalty interest) of a single borrower is lower than RMB100 million (inclusive), the Board shall delegate the authorization to the senior management to approve the plan for loan reduction and exemption.
- (IV) The Risk Control Committee of the Head Office and its Non-Performing Asset Disposal Committee are responsible for managing the loan reduction and exemption work within the authorization on behalf of the senior management.
- (V) The senior management shall report to the Board within 10 working days after the loan reduction and exemption is completed.
- (VI) This authorization shall take effect from the date of consideration and approval by the Shareholders’ general meeting until the term of the fifth session of the Board expires.

REMUNERATION OF MR. LI FUAN FOR 2020

The remuneration (before tax) of Mr. LI Fuan, Chairman of the Bank, for 2020 is as follows:

Unit: RMB

Name	Annual basic salary	Annual performance-based salary	2018-2020 tenure incentive payments	Welfare treatment	One-off bonus
LI Fuan	218,000	636,000	687,100	155,843.96	400,000

LETTER FROM THE BOARD

ELECTION OF MR. QU DEFU AS A NON-EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. QU Defu (“**Mr. QU**”), nominated by TEDA Investment Holding Co., Ltd., a Shareholder, and reviewed by the Nomination and Remuneration Committee of the Board, as a non-executive director of the Bank.

Biographical details of Mr. QU are set out below:

Mr. QU Defu, born in 1965, is a senior political officer and senior engineer with a bachelor’s degree. He served as the Secretary of the Party Committee of China and chairman of the board of directors of Tianjin BENEFO Machinery Equipment Group Co., Ltd. (天津百利機械裝備集團有限公司) and the Secretary of the Party Committee of China and chairman of the board of directors of Tianjin Infrastructure Investment Group. He is currently the Secretary of the Party Committee of China and chairman of the board of directors of TEDA Investment Holding Co., Ltd.

Save as disclosed above, Mr. QU has not held any other directorship in other listed companies in the past three years or any other major appointment and qualification. Save as disclosed above, Mr. QU does not have any other relationships with other Directors, supervisors, senior management or substantial Shareholders of the Bank.

Upon obtaining the approval by the Shareholders’ general meeting and the approval of his appointment qualification by the CBIRC, Mr. QU will enter into a service contract with the Bank in respect of his duty as a non-executive director. The term of office as a director of Mr. QU will commence upon the approval by the Shareholders’ general meeting and on the date of the approval of his appointment qualification by the CBIRC until the expiry of the term of the fifth session of the Board of the Bank. Mr. QU will not receive any remuneration from the Bank.

In addition, Mr. QU does not have any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there are no other matters in relation to the appointment of Mr. QU that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

ELECTION OF MR. ZHUANG QIFEI AS A NON-EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. ZHUANG Qifei (“**Mr. ZHUANG**”), nominated by TEDA Investment Holding Co., Ltd., a Shareholder, and reviewed by the Nomination and Remuneration Committee of the Board, as a non-executive director of the Bank.

LETTER FROM THE BOARD

Biographical details of Mr. ZHUANG are set out below:

Mr. ZHUANG Qifei, born in 1972, has a master's degree. He served as the deputy general manager of Tianjin Tsinlien Investment Holding Co., Ltd. (天津津聯投資控股有限公司). He now serves as the deputy general manager of Tsinlien Group Company Limited (津聯集團有限公司), the Secretary of the Communist Party of China and chairman of the board of directors of Tianjin TEDA International Holding (Group) Co., Ltd. (天津市泰達國際控股(集團)有限公司), the deputy general manager of Tianjin TEDA Industrial Investment Group Co., Ltd. (天津泰達實業投資集團有限公司), the Secretary of the Communist Party of China and chairman of the board of directors of Bohai Property Insurance Co., Ltd. (渤海財產保險股份有限公司), and the executive director and deputy general manager of Tianjin Development Holdings Limited (天津發展控股有限公司).

Save as disclosed above, Mr. ZHUANG has not held any other directorship in other listed companies in the past three years or any other major appointment and qualification. Save as disclosed above, Mr. ZHUANG does not have any other relationships with other Directors, supervisors, senior management or substantial Shareholders of the Bank.

Upon obtaining the approval by the Shareholders' general meeting and the approval of his appointment qualification by the CBIRC, Mr. ZHUANG will enter into a service contract with the Bank in respect of his duty as a non-executive director. The term of office as a director of Mr. ZHUANG will commence upon the approval by the Shareholders' general meeting and on the date of the approval of his appointment qualification by the CBIRC until the expiry of the term of the fifth session of the Board of the Bank. Mr. ZHUANG will not receive any remuneration from the Bank.

In addition, Mr. ZHUANG does not have any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there are no other matters in relation to the appointment of Mr. ZHUANG that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

ELECTION OF MR. LUAN XIANZHOU AS A NON-EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. LUAN Xianzhou (“**Mr. LUAN**”), nominated by Oceanwide Industry Co., Ltd., a Shareholder, and reviewed by the Nomination and Remuneration Committee of the Board, as a non-executive director of the Bank.

LETTER FROM THE BOARD

Biographical details of Mr. LUAN are set out below:

Mr. LUAN Xianzhou, born in 1979, has a master's degree. He served as the executive vice president and assistant to the chairman of the board of directors of China Oceanwide Holdings Group Co., Ltd. (中國泛海控股集團有限公司). He is currently an executive director and president of China Oceanwide Holdings Group Co., Ltd. (中國泛海控股集團有限公司) and chairman of the board of directors of Oceanwide Holdings Co., Ltd. (泛海控股股份有限公司).

Save as disclosed above, Mr. LUAN has not held any other directorship in other listed companies in the past three years or any other major appointment and qualification. Save as disclosed above, Mr. LUAN does not have any other relationships with other Directors, supervisors, senior management or substantial Shareholders of the Bank.

Upon obtaining the approval by the Shareholders' general meeting and the approval of his appointment qualification by the CBIRC, Mr. LUAN will enter into a service contract with the Bank in respect of his duty as a non-executive director. The term of office as a director of Mr. LUAN will commence upon the approval by the Shareholders' general meeting and on the date of the approval of his appointment qualification by the CBIRC until the expiry of the term of the fifth session of the Board of the Bank. Mr. LUAN will not receive any remuneration from the Bank.

In addition, Mr. LUAN does not have any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there are no other matters in relation to the appointment of Mr. LUAN that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

ELECTION OF MR. ZHAO ZHIHONG AS AN EXECUTIVE DIRECTOR

The Board proposed to appoint Mr. ZHAO Zhihong ("**Mr. ZHAO**"), nominated by the Nomination and Remuneration Committee of the Board, as an executive director of the Bank.

Mr. ZHAO Zhihong, born in 1966, is a senior economist with a doctor's degree. He once worked in China Construction Bank Corporation, where he served as a deputy division director of the general business division of the credit management department, a deputy division director of subbranches supervision division III, the division director of the risk study division, and a manager of the general division at the credit risk management department, a manager and senior manager of authorization management division and a senior risk manager at the risk management department, a senior risk manager and deputy general manager of the quality and efficiency control department, a deputy general manager of the product and quality management department, and a deputy general manager of the product innovation and management department. He once served as the director of the strategic development and investment management office, strategic development president, an assistant to the president and the secretary to the Board of Directors of the Bank. He is currently a vice president and the chief risk management officer of the Bank.

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Save as disclosed above, Mr. ZHAO has not held any other directorship in other listed companies in the past three years or any other major appointment and qualification. Mr. ZHAO does not have any other relationships with other Directors, supervisors, senior management or substantial Shareholders of the Bank.

Upon obtaining the approval by the Shareholders' general meeting and the approval of his appointment qualification by the CBIRC, Mr. ZHAO will enter into a service contract with the Bank in respect of his duty as an executive director. The term of office as a director of Mr. ZHAO will commence upon the approval by the Shareholders' general meeting and on the date of the approval of his appointment qualification by the CBIRC until the expiry of the term of the fifth session of the Board of the Bank. Mr. ZHAO will not receive any remuneration for serving as an executive director of the Bank, and his remuneration received for holding other positions in the Bank is determined upon annual assessment by the Board in accordance with the relevant laws and regulations, the Bank's operating performance, the Bank's relevant remuneration policy for professional managers and performance appraisal measures.

In addition, Mr. ZHAO does not have any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there are no other matters in relation to the appointment of Mr. ZHAO that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

ELECTION OF MR. CEN SHAOXIONG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

With reference to the announcement of the Bank dated October 29, 2021, as Mr. WANG Ren resigned as an independent non-executive director of the Bank, a member of the Nomination and Remuneration Committee of the Board and a member of the Audit and Consumer Rights Protection Committee of the Board due to personal work re-arrangement, the Board proposed to appoint Mr. CEN Shaoxiong ("Mr. CEN"), nominated by the Nomination and Remuneration Committee of the Board, as an independent non-executive director of the Bank.

Mr. CEN Shaoxiong, born in 1961, has a bachelor's degree. He served as the China chief risk officer and vice president of ABN AMRO, the senior credit approval officer and senior vice president of DBS Bank (China) Limited, the professional credit approval officer of China real estate, the director of Deutsche Bank, the credit approval officer of commercial real estate, the vice president and director of credit risk department of OCBC Wing Hang Bank (China) Limited, the director of the risk department in China and the head office of credit risk in the Great China Region of Maybank.

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Save as disclosed above, Mr. CEN has not held any other directorship in other listed companies in the past three years or any other major appointment and qualification. Mr. CEN does not have any other relationships with other Directors, supervisors, senior management or substantial Shareholders of the Bank.

Upon obtaining the approval by the Shareholders' general meeting and the approval of his appointment qualification by the CBIRC, Mr. CEN will enter into a service contract with the Bank in respect of his duty as an independent non-executive director. The term of office as a director of Mr. CEN will commence upon the approval by the Shareholders' general meeting and on the date of the approval of his appointment qualification by the CBIRC until the expiry of the term of the fifth session of the Board of the Bank. Mr. CEN will receive an allowance of RMB350,000 (before tax) per year from the Bank for serving as an independent non-executive director.

In addition, Mr. CEN does not have any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there are no other matters in relation to the appointment of Mr. CEN that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

The Nomination and Remuneration Committee of the Board will consider, among other things, but not limited to, the following when making nominations to the Board for directorships:

- the relevant provisions of the Company Law, the Commercial Banking Law, the Code of Corporate Governance of Banking and Insurance Institutions, the Measures for the Administration of the Office-holding Qualifications of the Directors (Council Members) and Senior Managers of Banking Financial Institutions, the Measures on Administrative Licensing Items on Chinese-Funded Commercial Banks, the Listing Rules, and other laws and regulations;
- the relevant provisions of the Articles of Association of the Bank and internal governance documents such as the Working Rules for the Nomination and Remuneration Committee of the Board;
- the actual work of the Bank;
- the Board Diversity Policy of the Bank, including but not limited to gender, age, cultural and educational background, ethnicity, industry and professional experience, technical and professional skills and/or qualifications, knowledge, length of service and the time commitment that will be required as a Director;

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- the factors set out in Rule 3.13 of the Listing Rules that may affect the independence of the independent non-executive Director(s); and
- any other factors that the Nomination and Remuneration Committee of the Board may from time to time consider relevant and applicable.

The Nomination and Remuneration Committee of the Board of the Bank, having identified individuals suitably qualified to become Directors, will nominate and review the qualifications and conditions of office of the Directors in accordance with the provisions of the Articles of Association and the procedures and standards for the appointment of Directors, and make recommendations to the Board on the nomination of such individuals.

In nominating Mr. CEN as an independent non-executive Director, the Nomination and Remuneration Committee of the Board has taken into account his extensive experience in the professional field, work history and other experiences and is satisfied that Mr. CEN possesses the required character, integrity and experience to discharge his duties as an Independent Non-executive Director in a sustainable and effective manner. With his many years of experience in the financial and banking sector, Mr. CEN's serving as an independent non-executive Director of the Bank enables the Bank to maintain the diversity of Board members and brings a wealth of expertise and experience to the Board. In addition, Mr. CEN has confirmed to the Bank during the election process that he meets the independence requirement under Rule 3.13 of the Listing Rules and therefore the Board considers Mr. CEN, who is elected as an independent non-executive Director, to be independent.

GENERAL MANDATE GRANTED TO THE BOARD OF DIRECTORS TO ISSUE DOMESTIC SHARES AND/OR H SHARES

In order to ensure the flexibility of the Bank when issuing new Shares, in accordance with relevant laws and regulations, regulatory requirements and recent market practices, it is proposed that the 2021 AGM of the Bank to grant the Board of Directors a general mandate to issue Domestic Shares and/or overseas listed foreign shares (H Shares) by way of special resolution. This general mandate will authorize the Board of Directors to decide individually or concurrently to approve, allot, issue, grant and/or otherwise dispose of (whether pursuant to share options or otherwise) new Domestic Shares and/or H Shares no more than 20% of the respective total number of issued Domestic Shares and/or H Shares of the Bank on the date of passing this resolution by the Bank's 2021 AGM. The Board of Directors is authorized to decide the specific allottees, time, and size. The authorization details include but are not limited to:

- (1) Subject to the conditions in paragraphs (3) and (4), in accordance with the PRC Company Law and other laws and regulations and relevant regulatory requirements of the place of listing (as amended from time to time), the Board of Directors is generally and unconditionally authorized to exercise all rights within the "relevant period", to decide individually or concurrently to approve, allot, issue, grant and/or

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otherwise dispose of new Domestic Shares and/or H Shares of the Bank, and to decide the terms and conditions on approval, allotment, issuance, grant and/or other disposal of additional Domestic Shares and/or H Shares, including but not limited to the following terms:

- a The manner of issue, and the class and number of new shares to be issued;
 - b The pricing method and/or issue price (including price range) of the new shares;
 - c The allottees of the new shares and the number of new shares issued to them;
 - d The date of the start and end of the issue;
 - e Use of proceeds;
 - f to make or grant share offer proposals, agreements and share purchase options that may require the exercise of such rights; and/or
 - g Other contents that should be included in the specific issuance plan required by relevant laws and regulations and other regulatory documents, relevant regulatory authorities, and stock exchanges where the shares are listed.
- (2) The approval referred to in paragraph (1) will authorise the Board of Directors to enter into or issue sale offers, agreements and/or share options within the “relevant period”, and the new shares that should be allotted under such offers, agreements and share options need or may need to be allotted during or after the relevant period, and authorise the Board of Directors to issue and dispose of new shares that need or may need to be allotted in accordance with such offers, agreements and share options.
- (3) The number of additional Domestic Shares and/or H Shares approved by the Board of Directors pursuant to the authority referred to in paragraph (1) for conditionally or unconditionally individual or concurrent approval, allotment, issuance, grant and/or other disposal shall not exceed 20% of the respective total number of issued Domestic Shares and/or H Shares of the Bank on the date of passing this resolution by the Bank’s 2021 AGM.
- (4) When exercising rights (including but not limited to approval for the issue price of Domestic Shares and/or H Shares to be allotted) in accordance with paragraph (1) above, the Board of Directors shall: a) abide by the PRC Company Law and other laws and regulations, and relevant supervision regulations of the place of listing (as amended from time to time, including but not limited to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and all

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applicable laws, rules and regulations of any other government or regulatory authorities, and b) obtain approval of the CBIRC, China Securities Regulatory Commission and other competent PRC governmental departments (if required).

(5) For the purpose of this proposal:

“relevant period” refers to the period from the date of passing this resolution by the Bank’s 2021 AGM to the earliest of the following:

- a conclusion of the Bank’s 2022 annual general meeting;
- b the date on which the Shareholders of the Bank revokes or amends the mandate mentioned in this resolution through a special resolution at the Shareholders’ general meeting; or
- c the date on which this resolution expires in twelve months after the date when this resolution is considered and approved by the Bank’s 2021 AGM.

(6) Subject to the approval of relevant PRC authorities and in accordance with relevant laws, administrative regulations, regulatory requirements of the place of listing, and the Articles of Association, the Board of Directors is authorised to deal with all matters related to the increase in the registered capital of the Bank, make appropriate and necessary amendments to the Articles of Association related to the total share capital, share capital structure and registered capital, and perform the relevant domestic and foreign statutory approval and registration procedures, as well as take any other required actions and complete any necessary procedures to issue new shares in accordance with this special resolution and the increase in the registered capital of the Bank when exercising its rights in accordance with paragraph (1) above.

(7) Without violating relevant laws, administrative regulations, regulatory provisions of the place of listing, and the Articles of Association, the Board of Directors is authorised to engage intermediaries related to the issuance, review, approve and sign the necessary documents and agreements related to the issuance on behalf of the Bank in order to complete the approval, allotment, issuance, grant and/or other disposal of new shares, and go through necessary procedures and take other necessary actions in accordance with the requirements of the regulatory authorities and the place of listing of the Company when exercising rights in accordance with paragraph (1) above.

(8) After obtaining the above mandate, unless otherwise provided by laws and regulations, the Board of Directors can delegate the above mandate to the person designated by the Board of Directors to sign, execute, modify, complete and submit all agreements, contracts and documents related to the approval, allotment, issuance, grant and/or other disposal of new shares under the general mandate.

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AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the Code of Corporate Governance of Banking and Insurance Institutions, the Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions, the Provisional Rules on Major Shareholders' Conduct of Banking and Insurance Institutions, the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions and other relevant laws, regulations and regulatory documents issued by the CBIRC, and based on the actual condition of the Bank, the Board proposed to amend the Articles of Association of the Bank (the **"Proposed Amendments to the Articles of Association"**). The Proposed Amendments to the Articles of Association are subject to the approval by the Shareholders' general meeting, the Class Meetings and the CBIRC.

The Proposed Amendments to the Articles of Association were considered and approved by the Board on April 21, 2022 and is hereby submitted to the Shareholders' general meeting and the Class Meetings for consideration, details of which are set out in Appendix I of this circular.

The Board also proposes to the Shareholders' general meeting and the Class Meetings to authorize the Board to amend the Articles of Association of CHINA BOHAI BANK CO., LTD in accordance with the opinions or requirements, if any, of the regulatory authorities or the stock exchange of which the Bank is listed.

MATTERS TO BE LISTENED TO AT THE 2021 AGM

The following reports will also be listened to at the 2021 AGM:

Report on Resignation of Mr. WANG Zhiyong as a Non-executive Director of CHINA BOHAI BANK CO., LTD. (Written Report)

Report on Resignation of Mr. CUI Xuesong as a Non-executive Director of CHINA BOHAI BANK CO., LTD. (Written Report)

Report on Resignation of Mr. ZHANG Xifang as a Non-executive Director of CHINA BOHAI BANK CO., LTD. (Written Report)

Report on Resignation of Mr. LI Yi as an Executive Director of CHINA BOHAI BANK CO., LTD. (Written Report)

Report on Resignation of Mr. WANG Ren as an Independent Non-executive Director of CHINA BOHAI BANK CO., LTD. (Written Report)

2021 Report on Related Party Transactions and Management of Related Party Transactions of CHINA BOHAI BANK CO., LTD. issued by the Board of Directors (Written Report)

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2021 Assessment Report on the Performance of Duties of the Board of Directors, Senior Management and their Members issued by the Board of Supervisors of CHINA BOHAI BANK CO., LTD. (Written Report)

2021 Report on Self-evaluation of the Board of Supervisors and Assessment of the Performance of Duties of Supervisors of CHINA BOHAI BANK CO., LTD. (Written Report)

Report of the Board of Supervisors on Independent Opinions on Related Matters in 2021 (Written Report)

2021 AGM AND THE CLASS MEETINGS

The Bank will convene the 2021 AGM at 2:00 p.m. on Monday, May 16, 2022, the Domestic Shareholders' Class Meeting at 2:30 p.m. on the same day or immediately upon the conclusion of the 2021 AGM, whichever is later, and the H Shareholders' Class Meeting at 3:00 p.m. on the same day or immediately upon the conclusion of the Domestic Shareholders' Class Meeting, whichever is later, at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notices of the 2021 AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting are set out on pages 157 to 159, 160 to 161 and 162 to 163 of the circular, respectively.

Based on the current needs of prevention and control of COVID-19 pandemic, the Bank will also adopt a series of disease prevention measures at the 2021 AGM and the Class Meetings venue. The Bank reminds Shareholders and the attendees participating in the on-site meeting to perform personal protective precautions, and actively complies with disease prevention and control requirements by detecting body temperature and wearing surgical masks.

If you intend to appoint a proxy to attend the 2021 AGM and/or the Class Meetings, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of Domestic Shares, the proxy form should be returned to the office of the Board of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postcode: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2021 AGM and/or the Class Meetings or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 AGM and/or the Class Meetings or any adjournment thereof should you so wish.

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CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the 2021 AGM and the Class Meetings, the register of members of the Bank has been closed from Friday, April 15, 2022 to Monday, May 16, 2022 (both days inclusive).

In order to determine the Shareholders who are entitled to receive the final dividend for the year of 2021, the register of members of the Bank will be closed from Friday, May 20, 2022 to Wednesday, May 25, 2022 (both days inclusive). In order to be eligible for receiving the final dividend for the year of 2021, holders of H Shares whose transfer documents have not been registered shall deposit all transfer documents accompanied by the relevant share certificate(s) at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, May 19, 2022.

VOTING METHOD OF 2021 AGM AND THE CLASS MEETINGS

According to the Listing Rules, the voting of resolutions at the 2021 AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting will be taken by poll. The relevant poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Bank's website at www.cbhb.com.cn.

Please be advised that in accordance with Article 69 of the Articles of Association, when the credit extended by the Bank to a shareholder (in particular, substantial shareholder) is overdue, or if a shareholder pledges 50% or more of his/her equity in the Bank, the voting rights of such shareholder at the Shareholders' general meetings and/or the Class Meetings and of director(s) appointed by such shareholder at Board meetings shall be subject to restriction.

RECOMMENDATION

The Board is of the opinion that the above resolutions proposed are in the interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed at the 2021 AGM and the Class Meetings.

By order of the Board
CHINA BOHAI BANK CO., LTD.
LI Fuan
Chairman

Tianjin, China
April 25, 2022

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed amendments to the Articles of Association are set out in the table below (deletions appear as strikethrough, additions appear underlined and bold). The English version of the proposed amendments is for reference only. In case of discrepancies between the English and Chinese versions, the Chinese version shall prevail.

Prevailing Articles	Amended Articles
<p>Article 1 To protect the legitimate rights and interests of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Bank”), shareholders and creditors and regulate the organization and acts of the Bank, these Articles are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Commercial Banking Law of the PRC (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Interim Measures for the Equity Management of Commercial Banks, the Guidelines on Corporate Governance of Commercial Banks, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”) and other PRC laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) as well as relevant regulations of the securities regulatory authorities of the place where the Bank’s shares are listed (collectively referred to as “laws and regulations” together with the “PRC laws”).</p> <p>...</p>	<p>Article 1 To protect the legitimate rights and interests of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Bank”), shareholders and creditors and regulate the organization and acts of the Bank, these Articles are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Commercial Banking Law of the PRC (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Interim Measures for the Equity Management of Commercial Banks, the Guidelines on Corporate Governance of Commercial Banks <u>the Code of Corporate Governance of Banking and Insurance Institutions, the Provisional Rules on Major Shareholders’ Conduct of Banking and Insurance Institutions</u>, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”) and other PRC laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) as well as relevant regulations of the securities regulatory authorities of the place where the Bank’s shares are listed (collectively referred to as “laws and regulations” together with the “PRC laws”).</p> <p>...</p>

Prevailing Articles	Amended Articles
<p>Article 9 From the date on which these Articles become effective, these Articles shall constitute a legally binding document that regulates the organization and acts of the Bank and the rights and obligations between the Bank and its shareholders and between shareholders inter se. These Articles shall be binding upon the Bank and its shareholders, directors, supervisors and senior management members, who shall have the right to make any claims and propositions regarding the Bank’s affairs based on these Articles.</p> <p>...</p>	<p>Article 9 From the date on which these Articles become effective, these Articles shall constitute a legally binding document that regulates the organization and acts of the Bank and the rights and obligations between the Bank and its shareholders and between shareholders inter se. These Articles shall be binding upon the Bank and its Party organizations, shareholders, directors, supervisors and senior management members, who shall have the right to make any claims and propositions regarding the Bank’s affairs based on these Articles.</p> <p>...</p>
<p>Article 10 ...</p> <p>“Senior management members” as referred to in these Articles, unless the context indicates otherwise or there are special instructions, include the president, vice president, secretary to the Board, Chief Financial Officer and Chief Risk Management Officer of the Bank and other members determined by the Board.</p> <p>...</p>	<p>Article 10 ...</p> <p>“Senior management members” as referred to in these Articles, unless the context indicates otherwise or there are special instructions, include the president, vice president, secretary to the Board, Chief Financial Officer and Chief Risk Management Officer of the Bank, General Counsel and other members determined by the Board.</p> <p>...</p>
<p>Article 14 In accordance with the Constitution of Communist Party of China and relevant provisions of laws and regulations, the Bank establishes organizations of the Communist Party of China at all levels and of all sectors all across the PRC. Under the leadership of the Party, the Party committee plays the leading and political core role in taking the direction, managing the overall situation and ensuring the implementation. The Bank establishes a work body of the Party, allocates a sufficient number of staff members responsible for party affairs, and appropriate funds for the overhead expenses of the Party organizations.</p>	<p>Article 14 In accordance with the Constitution of Communist Party of China and relevant provisions of laws and regulations, the Bank establishes organizations of the Communist Party of China at all levels and of all sectors all across the PRC. Under the leadership of the Party, the Party committee plays the leading and political core role in taking the direction, managing the overall situation and ensuring promoting the implementation, and discusses and decides major matters of the Bank in accordance with the provisions. The Bank establishes a work body of the Party, allocates a sufficient number of staff members responsible for party affairs, and appropriate funds for the overhead expenses of the Party organizations.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
<p>Article 29 ...</p> <p>Where the Bank has the right to repurchase redeemable shares by means other than repurchases through the market or by tender, the repurchase price shall be limited to a maximum price; if repurchases are made by tender, an invitation for tenders shall be made to all shareholders alike.</p>	<p>Article 29 ...</p> <p>Where the Bank has the right to repurchase redeemable shares by means other than repurchases through the market or by tender, the repurchase price shall be limited to a maximum price; if repurchases are made by tender, an invitation for tenders shall be made to all shareholders alike.</p>
<p>Article 31 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its outstanding shares:</p> <p>(I) for repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose;</p> <p>(II) where the Bank repurchases its shares at a premium to their par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows: (1) if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits; (2) if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of the new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank’s capital reserve fund account (including premium on the new issue) at the time of such repurchase;</p>	<p>Article 31 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its outstanding shares:</p> <p>(I) for repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose;</p> <p>(II) where the Bank repurchases its shares at a premium to their par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows: (1) if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits; (2) if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of the new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank’s capital reserve fund account (including premium on the new issue) at the time of such repurchase;</p>

Prevailing Articles	Amended Articles
<p>(III) the Bank shall make the following payments from the Bank's distributable profits: (1) acquisition of the rights to repurchase its own shares; (2) variation of any contracts for the repurchase of its shares; (3) release from its obligations under any repurchase contracts; and</p> <p>(IV) after the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank's capital reserve fund account.</p> <p>If there are applicable provision(s) to the contrary regarding the financial treatment of the aforementioned share repurchases in the laws and regulations, such provision(s) shall prevail.</p>	<p>(III) the Bank shall make the following payments from the Bank's distributable profits: (1) acquisition of the rights to repurchase its own shares; (2) variation of any contracts for the repurchase of its shares; (3) release from its obligations under any repurchase contracts; and</p> <p>(IV) after the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank's capital reserve fund account.</p> <p>If there are applicable provision(s) to the contrary regarding the financial treatment of the aforementioned share repurchases in the laws and regulations, such provision(s) shall prevail.</p>
<p>Article 33 ...</p> <p>The "major impact" as mentioned in the preceding paragraph includes, but is not limited to, the appointment of directors, supervisors or senior management members to the Bank, affecting the financial and operational management decision-making of the Bank through agreement or otherwise, and any other circumstances recognized by the banking regulatory authorities or their local offices.</p>	<p>Article 33 ...</p> <p>The "major impact" as mentioned in the preceding paragraph includes, but is not limited to, the nomination or despatch the appointment of directors, supervisors or senior management members to the Bank, affecting the financial and operational management decision-making of the Bank through agreement or otherwise, and any other circumstances recognized by the banking regulatory authorities or their local offices.</p>

Prevailing Articles	Amended Articles
<p>Article 39 The Bank has established the Party Committee of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Party committee”), with composition determined according to the reply of higher Party organizations. In principle, the Party committee shall consist of 1 secretary, 2 deputy secretaries and several other members. The posts of the chairman and secretary of the Party committee shall be held by the same person and a deputy secretary of the Party committee shall assist the secretary of the Party committee in Party construction. Qualified members of the Party committee may enter the Board, Board of Supervisors and senior management according to legal procedures, and qualified Party members in the Board, Board of Supervisors and senior management members may enter the Party committee according to relevant provisions and procedures. Meanwhile, the Bank has established the Party Committee for Discipline Inspection of CHINA BOHAI BANK CO., LTD. according to relevant regulations</p>	<p>Article 39 The Bank has established the Party Committee of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Party committee”). <u>The Party Committee of the Bank shall be elected from the Party member congress; each term of office is five (5) years. Regular re-election shall be conducted upon the expiration of its term of office. The numbers of secretaries, deputy secretaries and members of the Party committee shall be</u> with composition determined according to the reply of higher Party organizations, and shall be elected or appointed in accordance with the relevant provisions of the Constitution of the Communist Party of China. In principle, the Party committee shall consist of 1 secretary, 2 deputy secretaries and several other members. The posts of the chairman and secretary of the Party committee shall be held by the same person, <u>and the Party member president normally serves as the deputy secretary,</u> and a deputy secretary of the Party committee shall assist the secretary of the Party committee in Party construction. Qualified members of the Party committee may enter the Board, Board of Supervisors and senior management according to legal procedures, and qualified Party members in the Board, Board of Supervisors and senior management members may enter the Party committee according to relevant provisions and procedures. Meanwhile, the Bank has established the Party Committee for Discipline Inspection of CHINA BOHAI BANK CO., LTD. according to relevant regulations. <u>Tianjin Discipline Inspection Committee of the Communist Party of China and Tianjin Municipal Supervisory Commission shall despatch discipline inspection and supervision organizations to the Party committee of the Bank.</u></p>

Prevailing Articles	Amended Articles
<p>Article 40 The Party committee shall perform the following duties according to the Constitution of the Communist Party of China and other Party regulations:</p> <p>(I) to undertake to supervise the implementation of the guidelines and policies of the Party and the state in the Bank, and implement the major strategic decisions of the Party Central Committee and the State Council, and relevant significant work arrangements of higher Party organizations;</p> <p>(II) to strengthen leadership and control of talent selection and appointment, manage the standards, procedures, investigation, recommendation and supervision, and insist on the principle of the Party managing the cadres and combination of the Board selecting the managers according to laws and the managers exercising rights according to laws;</p> <p>(III) to study and discuss significant matters concerning reform, development and steady, major operation and management issues of the Bank, as well as major issues concerning immediate interests of the employees, and propose opinions and suggestions; support the Shareholders' general meetings, the Board, Board of Supervisors and senior management in performing duties according to laws; and support the employee representative meeting in carrying out work;</p>	<p>Article 40 The Party committee shall perform the following duties according to the Constitution of the Communist Party of China and other Party regulations:</p> <p>(I) to undertake to supervise the implementation of the guidelines and policies of the Party and the state in the Bank, and implement the major strategic decisions of the Party Central Committee and the State Council, and relevant significant work arrangements of higher Party organizations;</p> <p>(II) to strengthen leadership and control of talent selection and appointment, manage the standards, procedures, investigation, recommendation and supervision, and insist on the principle of the Party managing the cadres and combination of the Board selecting the managers according to laws and the managers exercising rights according to laws;</p> <p>(III) to study and discuss significant matters concerning reform, development and steady, major operation and management issues of the Bank, as well as major issues concerning immediate interests of the employees, and propose opinions and suggestions; support the Shareholders' general meetings, the Board, Board of Supervisors and senior management in performing duties according to laws; and support the employee representative meeting in carrying out work;</p>

Prevailing Articles	Amended Articles
<p>(IV) to undertake the major responsibility for comprehensively strengthening the Party discipline, lead the Bank's ideological and political work, united front work, spiritual civilization building, corporate culture building, work of mass organizations including labor union and the Communist Youth League, lead the construction of a clear and honest Party and support the Committee for Discipline Inspection in earnestly performing its supervision responsibilities;</p>	<p>(IV) to undertake the major responsibility for comprehensively strengthening the Party discipline, lead the Bank's ideological and political work, united front work, spiritual civilization building, corporate culture building, work of mass organizations including labor union and the Communist Youth League, lead the construction of a clear and honest Party and support the Committee for Discipline Inspection in earnestly performing its supervision responsibilities;</p>
<p>(V) to enhance construction of the grass-root Party organizations and Party forces, give full play to the Party branch's battle fortress role and the Party members' exemplary and vanguard role, and unite with and lead the cadres and employees in actively devoting themselves to the Bank's reform and development; and</p>	<p>(V) to enhance construction of the grass-root Party organizations and Party forces, give full play to the Party branch's battle fortress role and the Party members' exemplary and vanguard role, and unite with and lead the cadres and employees in actively devoting themselves to the Bank's reform and development; and</p>
<p>(VI) to deal with other relevant important matters within the terms of reference of the Party committee.</p>	<p>(VI) to deal with other relevant important matters within the terms of reference of the Party committee.</p>
	<p><u>(I) to enhance the political construction of the Party in the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</u></p>

Prevailing Articles	Amended Articles
	<p data-bbox="810 261 1350 772"><u>(II) to thoroughly study and implement Xi Jinping’s Socialism Ideology with Chinese characteristics for the new era, learn and propagate the Party’s theory, thoroughly implement the Party’s lines, guidelines and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organizations at a higher level in the Bank;</u></p> <p data-bbox="810 825 1350 1134"><u>(III) to investigate and discuss the significant operation and management matters of the Bank and support the Board of Directors and the senior management to exercise their rights and perform their duties in accordance with the laws;</u></p> <p data-bbox="810 1187 1350 1410"><u>(IV) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Bank, and the building of the leading team, cadre and talents team;</u></p> <p data-bbox="810 1464 1350 1893"><u>(V) to undertake the main responsibility of the Bank in improving Party conduct and upholding integrity, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative disciplines and political rules and promote Party self-governance in every aspect and with rigor into the primary- level;</u></p>

Prevailing Articles	Amended Articles
	<p><u>(VI) to strengthen the building of primary- level Party organizations and their Party members, unite and lead officials and employees to devote themselves into the reform and development of the Bank;</u></p> <p><u>(VII) to lead the Bank’s ideological and political work, the spirit and civilization progress and the united front work, and lead mass organization such as the labor union, Communist Youth League and Women’s Organization of the Bank.</u></p>
Newly added	<p><u>Article 41 Major operation and management issues shall be determined by the Board in accordance with its powers and functions and prescribed procedures upon study and discussion by the Party committee. The matters to be studied and discussed mainly include:</u></p> <p><u>(I) the implementation of the major initiatives of the Party Central Committee and the national development strategies;</u></p> <p><u>(II) the Bank’s development strategies, medium and long-term development plans, and important reform program;</u></p> <p><u>(III) principle and direction issues in respect of Bank’s assets reorganization, transfer of property rights, capital operation and large investment;</u></p>

Prevailing Articles	Amended Articles
	<p><u>(IV) the establishment and adjustment of the organizational structure of the Bank and the formulation and amendment of important rules and regulations;</u></p> <p><u>(V) major issues involving the Bank’s production safety, stability maintenance, rights and interests of employees, social responsibilities, etc.;</u></p> <p><u>(VI) other important issues that should be studied and discussed by the Party committee.</u></p> <p><u>The Bank shall formulate a list of matters to be studied and discussed by the Party committee and clarify the rights and responsibilities of the Party committee, the Board of Directors, the Board of Supervisors, senior management and other governance bodies.</u></p>
Newly added	<p><u>Article 42 The Party committee shall scrutinize major operation and management issues to be studied and discussed, with a focus on whether the decisions are in line with the Party’s theories, guidelines, principles and policies, whether they implement the decisions and deployments of the Party Central Committee and the national development strategy, whether they are conducive to promoting the Bank’s high-quality development, enhancing the Bank’s competitive strength, realizing the preservation and appreciation of state-owned assets, and whether they are conducive to safeguarding the public interest and the legitimate rights and interests of the employees.</u></p>

Prevailing Articles	Amended Articles
Newly added	<p><u>Article 43 The Party committee shall insist on consistency in the quality and efficiency of decision making when studying and discussing major operation and management issues, and shall generally go through the procedures of proposing motions, formulating proposals, study and discussion by the Party committee, communication before the Board meetings, and expressing opinions in accordance with the decisions of the Party committee by the members of the Party committee and other Party members of the Bank at the meeting of the Board at which such proposals are considered.</u></p>
Newly added	<p><u>Article 44 In accordance with the principles of strengthening the work of the Party and lean and efficient coordination, the Party committee of the Bank has set up working organizations including the office, organization, publicity, discipline inspection and united front. The leadership management and the grass-root Party organizations construction are generally in the charge of one department, and those belonging to two departments shall be in the charge of the same leading group members. A certain proportion of full-time and part-time staff shall be allocated to handle Party affairs, who shall enjoy the same rank and remuneration as business management staff.</u></p>

Prevailing Articles	Amended Articles
<p>Newly added</p>	<p><u>Article 45 Through including into management expenses and retention of Party fees, the working funds for the Bank’s Party organizations are guaranteed and inclined to the front line of production and operation. The fee included in the management expenses is generally arranged according to the proportion of 1% of the total salaries of employees of the Bank in the previous year, and will be included in the Bank’s annual budget. The Bank will integrate and utilize various resources to form and fully leverage the Party organizations’ operating space.</u></p>
<p>Article 45 The Bank shall maintain a share register and record the following matters:</p> <p>(I) names (titles), addresses (domiciles), occupations or nature of the shareholders;</p> <p>(II) type and number of shares held by the shareholders;</p> <p>(III) monies already paid or payable for the shares held by the shareholders;</p> <p>(IV) serial numbers of the share certificates held by the shareholders;</p> <p>(V) the date on which the shareholders are registered as shareholders; and</p> <p>(VI) the date on which the shareholders cease to be shareholders.</p> <p>The share register shall be kept by the secretary to the Board.</p> <p>The share register is a sufficient evidence of the shareholders’ shareholdings in the Bank unless there is evidence to the contrary.</p>	<p>Article 45 <u>Article 50</u> The Bank shall maintain a share register and record the following matters:</p> <p>(I) names (titles), addresses (domiciles), occupations or nature of the shareholders;</p> <p>(II) type and number of shares held by the shareholders;</p> <p>(III) monies already paid or payable for the shares held by the shareholders;</p> <p>(IV) serial numbers of the share certificates held by the shareholders;</p> <p>(V) the date on which the shareholders are registered as shareholders; and</p> <p>(VI) the date on which the shareholders cease to be shareholders; ; and</p> <p><u>(VII) share pledge related information.</u></p> <p>The share register shall be kept by the secretary to the Board.</p> <p>The share register is a sufficient evidence of the shareholders’ shareholdings in the Bank unless there is evidence to the contrary.</p>

Prevailing Articles	Amended Articles
<p>Article 49 Changes to the share register arising from share transfer shall not be registered within 30 days before convening of a Shareholders’ general meeting or within 5 days prior to the benchmark date on which the Bank decides to distribute dividends. If the securities regulatory authorities of the place where the Bank’s shares are listed have regulations that provide otherwise, such regulations shall prevail.</p>	<p>Article 49 Article 54 Changes to the share register arising from share transfer shall not be registered within 3020 days before convening of a Shareholders’ general meeting or within 5 days prior to the benchmark date on which the Bank decides to distribute dividends. If <u>laws and regulations, and</u> the securities regulatory authorities of the place where the Bank’s shares are listed have regulations that provide otherwise, such regulations shall prevail.</p>
<p>Article 57 The shareholders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(I) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(II) to lawfully require, convene, preside over or attend Shareholders’ general meetings either in person or by proxy and exercise the voting right;</p> <p>(III) to supervise the business operations of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge shares held by them in accordance with laws and regulations and these Articles;</p> <p>(V) to obtain relevant information in accordance with laws and regulations and these Articles, including:</p> <p>1. to obtain a copy of these Articles after paying the costs and expenses incurred; and</p>	<p>Article 57 Article 62 The shareholders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(I) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(II) to lawfully require, convene, preside over or attend Shareholders’ general meetings either in person or by proxy and exercise the voting right;</p> <p>(III) to supervise the business operations of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge shares held by them in accordance with laws and regulations and these Articles;</p> <p>(V) to obtain relevant information in accordance with laws and regulations and these Articles, including:</p> <p>1. to obtain a copy of these Articles after paying the costs and expenses incurred; and</p>

Prevailing Articles	Amended Articles
<p>2. to have the right to inspect and photocopy, after paying a reasonable fee, the following documents: (1) all parts of the share register; (2) the personal information of the Directors, Supervisors and senior management members of the Bank; (3) report of share capital issued by the Bank; (4) reports on the aggregate par value, number of shares, and the highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases; (5) minutes of the Shareholders' general meetings; (6) the resolutions of Board meetings and meetings of the Board of Supervisors; (7) the special resolutions of the Bank; (8) the latest audited financial and accounting report of the Bank, as well as reports of the Board, the Board of Supervisors and auditors; (9) stubs of the Bank's bonds; (10) a copy of the latest corporate annual return already submitted to the industrial and commercial registration authority or other competent authorities.</p>	<p>2. to have the right to inspect and photocopy, after paying a reasonable fee, the following documents: (1) all parts of the share register; (2) the personal information of the Directors, Supervisors and senior management members of the Bank; (3) report of share capital issued by the Bank; (4) reports on the aggregate par value, number of shares, and the highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases; (5) minutes of the Shareholders' general meetings; (6) the resolutions of Board meetings and meetings of the Board of Supervisors; (7) the special resolutions of the Bank; (8) the latest audited financial and accounting report of the Bank, as well as reports of the Board, the Board of Supervisors and auditors; (9) stubs of the Bank's bonds; (10) a copy of the latest corporate annual return already submitted to the industrial and commercial registration authority or other competent authorities.</p>

Prevailing Articles	Amended Articles
<p>Except the documents set out in (2) above, the Bank shall keep the above documents at the Hong Kong address of the Bank as required by Hong Kong Listing Rules for the free inspection by the public and holders of H Shares. Documents set out in (5), (6) and (9) are for inspection by Shareholders only. If any Shareholder requests to inspect the aforesaid relevant information or asks for relevant data, the said Shareholder shall provide the Bank with written documents bearing evidence of the class and number of shares held by the said Shareholder in the Bank, and the Bank will provide the said information or data as required by the said Shareholder upon authentication of the identity of the said Shareholder.</p> <p>(VI) to subscribe for new shares of the Bank according to these Articles;</p> <p>(VII) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VIII) to have other rights conferred in accordance with the laws and regulations and these Articles.</p> <p>The Bank shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Bank, save as otherwise provided by the laws and regulations and these Articles.</p>	<p>Except the documents set out in (2) above, the <u>The</u> Bank shall keep the above documents <u>set out in (1) and (5)</u> at the Hong Kong address of the Bank as required by Hong Kong Listing Rules for the free inspection by the public and holders of H Shares. Documents set out in (5), (6) and (9) are for inspection by Shareholders only. If any Shareholder requests to inspect the aforesaid relevant information or asks for relevant data, the said Shareholder shall provide the Bank with written documents bearing evidence of the class and number of shares held by the said Shareholder in the Bank, and the Bank will provide the said information or data as required by the said Shareholder upon authentication of the identity of the said Shareholder.</p> <p>(VI) to subscribe for new shares of the Bank according to these Articles;</p> <p>(VII) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VIII) to have other rights conferred in accordance with the laws and regulations and these Articles.</p> <p>The Bank shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Bank, save as otherwise provided by the laws and regulations and these Articles.</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
<p>Article 58 Shareholders shall have the right to protect their legal rights through civil litigation or other legal means in accordance with the laws and regulations.</p> <p>...</p>	<p>Article 58Article 63 Shareholders shall have the right to protect their legal rights <u>and interests</u> through civil litigation or other legal means in accordance with the laws and regulations, <u>and may report the relevant information to the regulatory authorities.</u></p> <p>...</p>
<p>Article 61 Shareholders of the Bank shall fulfill their obligation of capital contribution in strict accordance with the laws and regulations and provisions of the banking regulatory authorities.</p> <p>Shareholders of the Bank shall buy shares of the Bank with its own funds rather than entrusted funds, debt funds and other non-self-owned funds, and shall ensure that the funds are from legal sources, save as otherwise provided by the laws and regulations.</p>	<p>Article deleted</p>
<p>Article 63 No shareholder of the Bank may authorize any other person to or accept any other person’s authorization to hold equity of the Bank.</p> <p>Substantial shareholders of the Bank shall enunciate their shareholding structure to the level of de facto controllers and ultimate beneficiaries, and specify their related relationship or acting-in-concert relationship with other shareholders.</p>	<p>Article deleted</p>

Prevailing Articles	Amended Articles
Newly added	<p data-bbox="810 261 1350 476"><u>Article 66 In addition to fulfilling the obligations of shareholders in accordance with the Company Law and other laws and regulations, the Bank's shareholders shall also assume the following obligations:</u></p> <p data-bbox="810 523 1350 810"><u>(I) Shareholders shall buy shares of the Bank with their own funds rather than entrusted funds, debt funds and other non-self-owned funds, and shall ensure that the funds are from legal sources, save as otherwise provided by the laws and regulations;</u></p> <p data-bbox="810 857 1350 1108"><u>(II) The shareholding ratio and the number of shareholding institutions complying with the regulatory provisions, shareholders shall not entrust others or accept the entrustment of others to hold the shares of the Bank;</u></p> <p data-bbox="810 1155 1350 1561"><u>(III) In accordance with laws and regulations, shareholders shall truthfully inform the Bank of financial information, shareholding structure, sources of equity capital, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries, investment in other financial institutions and other information;</u></p> <p data-bbox="810 1608 1350 1932"><u>(IV) In case of any change in their controlling shareholders, de facto controllers, related parties, parties acting in concert or ultimate beneficiaries of the shareholders, the relevant shareholders shall promptly inform the Bank of the change in writing in accordance with laws and regulations;</u></p>

Prevailing Articles	Amended Articles
	<p data-bbox="810 261 1350 810"><u>(V) A Shareholder shall promptly inform the Bank in writing in accordance with laws and regulations the relevant information of any occurrence of merger, division, order to suspend business for rectification, appointment of an escrow agent, takeover, revocation or entering into dissolution, liquidation, bankruptcy procedures, or any change in its legal representative, company name, business place, business scope and other major matters;</u></p> <p data-bbox="810 863 1350 1251"><u>(VI) Where the shares of the Bank held by a shareholder are involved in litigation, arbitration, compulsory legal measures taken by judicial authorities, pledge or release of pledge, the shareholder shall promptly inform the Bank of the relevant information in writing in accordance with laws and regulations;</u></p> <p data-bbox="810 1304 1350 1570"><u>(VII) Where shareholders transfer or pledge the shares of the Bank held by them, or conduct related party transactions with the Bank, they shall abide by laws and regulations and shall not harm the interests of other shareholders and the Bank;</u></p>

Prevailing Articles	Amended Articles
	<p><u>(VIII) Shareholders and their controlling shareholders and de facto controllers shall not abuse their shareholders' rights or take advantage of the affiliated relationship to damage the legitimate rights and interests of the Bank, other shareholders and stakeholders, shall not interfere with the decision-making and management rights enjoyed by the Board of Directors and senior management in accordance with the Articles of Association, and shall not directly interfere with the operation and management of the Bank by bypassing the Board of Directors and senior management;</u></p> <p><u>(IX) In the event of occurrence of any risk event or major violation of regulations by the Bank, shareholders shall cooperate with the regulatory authorities to carry out investigation and risk disposal;</u></p> <p><u>(X) Other obligations to be assumed by shareholders as stipulated by laws, regulations and the Articles of Association.</u></p> <p><u>When a major risk event occurs to the Bank, the Bank will adopt an appropriate loss absorption and risk resistance mechanism in accordance with the provisions of relevant laws and regulations and the recovery and disposal plan formulated by the Bank, and shareholders shall actively support it.</u></p>

Prevailing Articles	Amended Articles
Newly added	<p><u>Article 70 Major shareholders shall properly exercise their shareholders' rights through corporate governance procedures, safeguard the independent operation of the Bank, and are strictly prohibited from improperly interfering with or restricting the Bank in the following ways in violation of regulations, except as otherwise provided by laws and regulations or recognized by the CBIRC:</u></p> <p><u>(I) Setting up pre-approval procedures for the resolutions of the Shareholders' general meeting and the Board;</u></p> <p><u>(II) Interfering with the normal election and appointment process of the Bank's staff members, or directly appointing and dismissing the staff members by bypassing the Shareholders' general meeting and the Board;</u></p> <p><u>(III) Interfering with the performance evaluation of the directors, supervisors and other staff members of the Bank;</u></p> <p><u>(IV) Interfering with the Bank's normal business decision-making procedures;</u></p> <p><u>(V) Interfering with the Bank's financial and accounting activities such as financial accounting, fund mobilization, asset management and expense management;</u></p> <p><u>(VI) Issuing business plans or instructions to the Bank;</u></p> <p><u>(VII) Requiring the Bank to provide loans or guarantees;</u></p> <p><u>(VIII) Interfering with the independent operation of the Bank in other forms.</u></p>

Prevailing Articles	Amended Articles
<p>Article 66 Shareholders, especially substantial shareholders, shall support the reasonable capital plans formulated by the Board of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. Substantial shareholders shall, if necessary, replenish the capital of the Bank according to regulatory provisions, and shall make a long-term undertaking in written form to the Bank. Meanwhile, they shall report their ability to replenish capital to banking regulatory authorities on an annual basis via the Bank.</p>	<p>Article 66 <u>Article 71</u> Shareholders, especially substantial shareholders, shall support the reasonable capital plans formulated by the Board of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. Substantial shareholders shall, if necessary, replenish the capital of the Bank according to regulatory provisions, and shall make a long-term undertaking <u>that they shall, if necessary, replenish the capital of the Bank</u> in written form to the Bank. Meanwhile, they shall report their ability to replenish capital to banking regulatory authorities on an annual basis via the Bank.</p>
<p>Article 69 The Bank shall not extend the same class of credit to its shareholders under more favorable conditions than those for other customers.</p> <p>When the credit extended by the Bank to a shareholder (in particular, substantial shareholder) is overdue, or if a shareholder pledges 50% or more of his/her equity in the Bank, the voting right of such shareholder at the Shareholders' general meetings and the voting right of director(s) appointed by such shareholder at Board meetings shall be subject to restriction.</p>	<p>Article 69 <u>Article 74</u> The Bank shall not extend the same class of credit to its shareholders under more favorable conditions than those for other customers.</p> <p>When the credit extended by the Bank to a shareholder (in particular, substantial shareholder) is overdue, or if a shareholder pledges 50% or more of his/her equity in the Bank, the voting right of such shareholder at the Shareholders' general meetings and the voting right of director(s) appointed by such shareholder at Board meetings shall be subject to restriction.</p> <p><u>When the credit extended by the Bank to a substantial shareholder is overdue, the voting right of such shareholder at the Shareholders' general meetings and the voting right of director(s) nominated or despatched by such shareholder at Board meetings shall be subject to restriction.</u></p> <p><u>When the credit extended by the Bank to other shareholders is overdue, the Bank shall restrict their related rights based on the Bank's actual condition.</u></p>

Prevailing Articles	Amended Articles
<p>Article 71 The Bank shall not provide an unsecured loan to any related party.</p> <p>The Bank shall not provide financing guarantee for the debts of shareholders and related parties defined under relevant laws and regulations, unless the shareholders provide full counter-guarantee by bank certificates of deposit or treasury bonds. Financing guarantee refers to the guarantee provided by the Bank for the financing of shareholders and related parties thereof.</p> <p>The balance of credit extended by the Bank to a related party shall not exceed 10% of the net capital of the Bank. The total balance of credit extended by the Bank to group customers, to whom a related legal person or any other organization is subordinated, shall not exceed 15% of the net capital of the Bank.</p> <p>The balance of credit extended by the Bank to all related parties shall not exceed 50% of the net capital of the Bank.</p> <p>...</p>	<p>Article 71 Article 76 The Bank shall not provide an unsecured loan to any related party <u>provide funds to any related party directly or by breaking the proportion limit or violating regulations through inter-bank, wealth management, off-balance sheet and other businesses.</u></p> <p>The Bank shall not provide financing guarantee <u>(including contingencies equivalent to a guarantee)</u> for the debts of shareholders and related parties' <u>financing activities</u> defined under relevant laws and regulations, unless the <u>related parties</u> shareholders provide full counter-guarantee by bank certificates of deposit or <u>and</u> treasury bonds. Financing guarantee refers to the guarantee provided by the Bank for the financing of shareholders and related parties thereof.</p> <p><u>If any loss occurs in the extension of credit to any related party, the Bank shall not extend credit to such related party within two years from the date of discovery of loss, save with approval of the Board to reduce loss of such credit extension.</u></p> <p>The balance of credit extended by the Bank to <u>a single</u> related party shall not exceed 10% of the net capital of the Bank <u>at the end of the preceding quarter</u>. The total balance of credit extended by the Bank to group customers, to whom <u>a single</u> related legal person or other <u>unincorporated</u> organization is subordinated, shall not exceed 15% of the net capital of the Bank <u>at the end of the preceding quarter</u>.</p> <p>The balance of credit extended by the Bank to all related parties shall not exceed 50% of the net capital of the Bank <u>at the end of the preceding quarter</u>.</p> <p>...</p>

Prevailing Articles	Amended Articles
<p>Article 73 ...</p> <p>The Bank shall not accept its own shares as collateral. If the Shareholders pledge their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the laws, regulations and the requirements of regulatory authorities, and inform the Board of the Bank in advance.</p> <p>...</p> <p>Upon completion of shares pledge registration, the shareholders shall in a timely manner provide the Bank with relevant information regarding the pledge of shares in line with the Bank's risk management and information disclosure requirement.</p>	<p>Article 73 <u>Article 78</u> ...</p> <p>The Bank shall not accept its own shares as collateral pledges <u>to extend the credits</u>. If the Shareholders pledge their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the laws, regulations and the requirements of regulatory authorities, and inform the Board of the Bank in advance.</p> <p>...</p> <p>Upon completion of shares pledge registration, the shareholders shall in a timely manner provide the Bank with relevant information regarding the pledge of shares in line with the Bank's risk management and information disclosure requirement.</p> <p><u>If a shareholder pledges 50% or more of his/her equity in the Bank, the voting rights of such shareholder at the Shareholders' general meetings and of director(s) despatched by such shareholder at Board meetings shall be subject to restriction. If the Bank's major shareholders pledge more than 50% of their equity in the Bank, the major shareholders and their nominated directors shall not exercise their voting rights at the Shareholders' general meetings and Board meetings.</u></p>
<p>Newly added</p>	<p><u>Article 82 If the substantial shareholders of the Bank violate the relevant commitments to the Bank, the corresponding restrictive measures shall be taken. The performance of the commitments for substantial shareholders of the Bank shall be determined by the Board of Directors, and measures to be taken against shareholders who violate the commitments shall be proposed by the Board of Directors, which shall be implemented upon the consideration by the Shareholders' general meeting, and relevant shareholders or shareholders' representatives shall abstain from voting.</u></p>

Prevailing Articles	Amended Articles
<p>Article 79 The Shareholders' general meeting shall be the highest organ of power of the Bank. It shall exercise the following powers in accordance with the laws:</p> <p>(I) to review and approve the rules of procedure for Shareholders' general meetings, the Board and the Board of Supervisors of the Bank;</p> <p>(II) to elect and remove Directors, and to determine the remuneration of the relevant Directors;</p> <p>(III) to elect and remove Shareholders' representative Supervisors and external Supervisors, and to determine the remuneration of the relevant Supervisors;</p> <p>(IV) to review and approve the reports of the Board of Directors;</p> <p>(V) to review and approve the reports of the Board of Supervisors;</p> <p>(VI) to amend these Articles;</p> <p>(VII) to resolve on the listing or other fundraising arrangements of the Bank;</p> <p>(VIII) to review and approve matters concerning changes of the use of funds raised by the Bank;</p> <p>(IX) to resolve on an increase or reduction in the share capital and the issuance of any class of shares, warrants and other similar securities of the Bank;</p>	<p>Article 79 Article 85 The Shareholders' general meeting shall be the highest organ of power of the Bank. It shall exercise the following powers in accordance with the laws:</p> <p>(I) to review and approve the rules of procedure for Shareholders' general meetings, the Board and the Board of Supervisors of the Bank;</p> <p>(II) to elect and remove Directors, and to determine the remuneration of the relevant Directors;</p> <p>(III) to elect and remove Shareholders' representative Supervisors and external Supervisors, and to determine the remuneration of the relevant Supervisors;</p> <p>(IV) to review and approve the reports of the Board of Directors;</p> <p>(V) to review and approve the reports of the Board of Supervisors;</p> <p>(VI) to amend these Articles;</p> <p>(VII) to resolve on the listing or other fundraising arrangements of the Bank;</p> <p>(VIII) to review and approve matters concerning changes of the use of funds raised by the Bank;</p> <p>(IX) to resolve on an increase or reduction in the share capital and the issuance of any class of shares, warrants and other similar securities of the Bank;</p>

Prevailing Articles	Amended Articles
(X) to decide on the repurchase of the shares of the Bank;	(X) to decide on the repurchase of the shares of the Bank <u>to resolve on the purchases of the Bank's shares in accordance with the laws;</u>
(XI) to review and approve the equity incentive plans of the Bank;	(XI) to review and approve the equity incentive plans of the Bank;
(XII) to resolve on matters such as financial restructuring, merger, division, dissolution and liquidation of the Bank;	(XII) to resolve on matters such as financial restructuring, merger, division, dissolution and , liquidation <u>or alteration on the corporate form</u> of the Bank;
(XIII) to resolve on the issuance of bonds of the Bank;	(XIII) to resolve on the issuance of bonds of the Bank;
(XIV) to decide on operational objectives and investment proposals of the Bank;	(XIV) to decide on operational objectives and investment proposals of the Bank;
(XV) to review and approve annual financial budget plans and final account plans of the Bank;	(XV) to review and approve annual financial budget plans and final account plans of the Bank;
(XVI) to review and approve profit distribution plans and loss recovery plans of the Bank;	(XVI) to review and approve profit distribution plans and loss recovery plans of the Bank;
(XVII) to examine and approve important guarantees stipulated in Article 80 of these Articles;	(XVII) to examine and approve important guarantees stipulated in Article 80 <u>86</u> of these Articles;
(XVIII) to examine and approve any major investment matters by the Bank beyond its business scope with the amount exceeding 20% of the latest audited net assets of the Bank;	(XVIII) to examine and approve any major investment matters by the Bank beyond its business scope with the amount exceeding 20% of the latest audited net assets of the Bank;
(XIX) to examine and approve any purchase or sale of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or sales of the same or relevant assets in consecutive 12 months shall be calculated on a cumulative basis);	(XIX) to examine and approve any purchase or sale of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or sales of the same or relevant assets in consecutive 12 months shall be calculated on a cumulative basis);

Prevailing Articles	Amended Articles
(XX) to examine and approve the reports of the Board on implementation of related party transactions management system and on related party transactions;	(XX) to examine and approve listen to the special reports of the Board on implementation of related party transactions management system and on the overall situation of related party transactions;
(XXI) to decide on the engagement, dismissal or discontinuation of the appointment of the accounting firm responsible for auditing the Bank;	(XXI) to decide on the engagement, dismissal or discontinuation of the appointment of the accounting firm responsible for the regular statutory auditing of the Bank's financial reports ;
(XXII) to listen to the Board of Supervisors' reports on the performance evaluation results concerning the Board, senior management and members thereof and the self-evaluation and supervisors' performance evaluation results;	(XXII) to listen to the Board of Supervisors' reports evaluation results of on the performance evaluation results concerning of the Board, senior management and members thereof and , the self-evaluation of the Board of Supervisors and supervisors' performance evaluation results and relevant suggestions and recommendations on evaluation of Directors and Supervisors ;
(XXIII) to examine proposals raised by the Shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank;	(XXIII) to examine proposals raised by the Shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank;
(XXIV) to examine other matters which should be decided by the Shareholders' general meeting as stipulated by the laws, regulations and these Articles.	(XXIV) to examine other matters which should be decided by the Shareholders' general meeting as stipulated by the laws, regulations and these Articles.
	<u>The Board of Directors, other institutions or individuals shall not be delegated to exercise the functions and powers of the Shareholders' general meeting stipulated in the Company Law and the Code of Corporate Governance of Banking and Insurance Institutions.</u>

Prevailing Articles	Amended Articles
<p>Article 80 In addition to guarantees falling within the business scope of the Bank, the following important external guarantees to be given by the Bank shall be examined and approved by the Shareholders' general meeting:</p> <p>(I) any external guarantee to be given by the Bank and subsidiaries in which the Bank has controlling interest, the total amount of which reaches or exceeds 50% of the latest audited net assets of the Bank;</p> <p>(II) any external guarantee to be given by the Bank, the total amount of which reaches or exceeds 30% of the latest audited total assets of the Bank;</p> <p>(III) any guarantee to be provided by the Bank to a guaranteed party whose liability-asset ratio exceeds 70%;</p> <p>(IV) a single guarantee whose amount exceeds 10% of the latest audited net assets of the Bank;</p> <p>(V) guarantees to be provided to shareholders and de facto controllers of the Bank and related parties thereof.</p>	<p>Article 80 Article 86 In addition to guarantees falling within the business scope of the Bank, the following important external guarantees to be given by the Bank shall be examined and approved by the Shareholders' general meeting:</p> <p>(I) any external guarantee to be given by the Bank and subsidiaries in which the Bank has controlling interest, the total amount of which reaches or exceeds 50% of the latest audited net assets of the Bank;</p> <p>(II) any external guarantee to be given by the Bank, the total amount of which reaches or exceeds 30% of the latest audited total assets of the Bank;</p> <p>(III) any guarantee to be provided by the Bank to a guaranteed party whose liability-asset ratio exceeds 70%;</p> <p>(IV) a single guarantee whose amount exceeds 10% of the latest audited net assets of the Bank;</p> <p>(V) <u>provided that the laws and regulations and the provisions of these Articles are observed,</u> guarantees to be provided to shareholders and de facto controllers of the Bank and related parties thereof.</p>
<p>Article 81 There are two types of Shareholders' general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six months after the previous financial year end. If any annual general meeting needs to be postponed for special reasons, a report shall be made to relevant banking regulatory authorities and reasons for postponement shall be given.</p>	<p>Article 81 Article 87 There are two types of Shareholders' general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six months after the previous financial year end. If any annual general meeting needs to be postponed for special reasons, a report shall be made to relevant banking regulatory authorities and reasons for postponement shall be given.</p>

Prevailing Articles	Amended Articles
<p>Article 82 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of Directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in these Articles;</p> <p>(II) the outstanding loss of the Bank is at least one-third of the total paid-up share capital;</p> <p>(III) shareholder(s) severally or jointly holding above 10% of the total voting shares issued by the Bank (hereinafter referred to as “proposing shareholders”, with the number of shares held by them to be calculated according to their shareholdings as of the date of request made by them in writing) have requested to convene the extraordinary general meeting in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) above half of the independent Directors require to convene the meeting;</p> <p>(VI) the Board of Supervisors proposes to convene the meeting;</p> <p>(VII) above half of the external supervisors require to convene the meeting (if there are only two external supervisors, the two external supervisors shall propose to convene the meeting at the same time);</p> <p>(VIII) other circumstances as stipulated by the laws, regulations and these Articles.</p>	<p>Article 82 Article 88 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of Directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in these Articles;</p> <p>(II) the outstanding loss of the Bank is at least one-third of the total paid-up share capital;</p> <p>(III) shareholder(s) severally or jointly holding above 10% of the total voting shares issued by the Bank (hereinafter referred to as “proposing shareholders”, with the number of shares held by them to be calculated according to their shareholdings as of the date of request made by them in writing) have requested to convene the extraordinary general meeting in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) above half and not less than two of the independent Directors require to convene the meeting;</p> <p>(VI) the Board of Supervisors proposes to convene the meeting;</p> <p>(VII) above half of the external supervisors require to convene the meeting (if there are only two external supervisors, the two external supervisors shall propose to convene the meeting at the same time);</p> <p>(VIII) other circumstances as stipulated by the laws, regulations and these Articles.</p>

Prevailing Articles	Amended Articles
<p>Newly added</p>	<p><u>Article 89</u> If the annual general meeting or an extraordinary general meeting was not convened within the period prescribed in the Company Law and the Code of Corporate Governance of Banking and Insurance Institutions, a report in writing shall be submitted to the regulatory authority and the reasons shall be explained.</p>
<p>Article 93 The shareholders may attend Shareholders' general meetings in person and appoint their proxies to attend and vote on their behalf.</p>	<p>Article 93 Article 100 The shareholders may attend Shareholders' general meetings in person and appoint their proxies to attend and vote on their behalf. <u>The proxies appointed by the major shareholders shall not be persons other than the shareholders themselves and their related parties, parties acting in concert, nominated directors and supervisors. Major shareholders shall not accept the entrustment of non-related parties or parties acting in concert to participate in Shareholders' general meetings.</u></p>
<p>Article 106 The list of director or supervisor candidates is submitted by way of proposal for consideration at Shareholders' general meetings. The director or supervisor candidates shall be voted on separately at the Shareholders' general meeting.</p> <p>The method and procedure for nominating directors and supervisors are:</p> <p>(I) A list of candidates for non-independent directors may be proposed by the Nomination and Remuneration Committee of the Board as per the number of directors to be elected to the extent of the number of members of the Board specified in these Articles; shareholder(s) severally or jointly holding more than 3% of the total voting shares issued by the Bank may propose candidates for non-independent directors to the Board.</p>	<p>Article 106 Article 113 The list of director or supervisor candidates is submitted by way of proposal for consideration at Shareholders' general meetings. The director or supervisor candidates shall be voted on separately at the Shareholders' general meeting.</p> <p>The method and procedure for nominating directors and supervisors are:</p> <p>(I) A list of candidates for non-independent directors may be proposed by the Nomination and Remuneration Committee of the Board as per the number of directors to be elected to the extent of the number of members of the Board specified in these Articles; shareholder(s) severally or jointly holding more than 3% of the total voting shares issued by the Bank may propose candidates for non-independent directors to the Board.</p>

Prevailing Articles	Amended Articles
<p>A list of candidates for shareholder supervisors shall be proposed by the Nomination Committee of the Board of Supervisors or Shareholder(s) individually or jointly holding more than 3% of the total voting shares issued by the Bank as per the number of supervisors to be elected to the extent of the number of members of the Board of Supervisors specified in these Articles.</p> <p>A shareholder or his/her related party shall not nominate director and supervisor candidates to the Shareholders' general meeting at the same time; where a director (supervisor) candidate nominated by a shareholder or his/her related party is approved to sit on the Board or the Board of Supervisors, the shareholder shall not nominate any director (supervisor) candidate until the term of office of the director (supervisor) expires or the director (supervisor) is replaced.</p> <p>Generally, the number of director/supervisor candidates nominated by a shareholder and his/her related party shall not exceed one-third of the number of the members of the Board/the Board of Supervisors, except as otherwise prescribed by laws and regulations.</p> <p>(II) Candidates for employee Supervisors shall be nominated by the Nomination Committee of the Board of Supervisors and labor union of the Bank, and are elected at the employee representative meeting.</p>	<p>A list of candidates for shareholder supervisors shall be proposed by the Nomination Committee of the Board of Supervisors or Shareholder(s) individually or jointly holding more than 3% of the total voting shares issued by the Bank as per the number of supervisors to be elected to the extent of the number of members of the Board of Supervisors specified in these Articles.</p> <p>A shareholder or his/her related party shall not nominate director and supervisor candidates to the Shareholders' general meeting at the same time; where a director (supervisor) candidate nominated by a shareholder or his/her related party is approved to sit on the Board or the Board of Supervisors, the shareholder <u>or his/her related party</u> shall not nominate any director (supervisor) candidate until the term of office of the director (supervisor) expires or the director (supervisor) is replaced. <u>If the State has regulations otherwise, such regulations shall prevail.</u></p> <p>Generally, the number of director/supervisor candidates nominated by a shareholder and his/her related party shall not exceed one-third of the number of the members of the Board/the Board of Supervisors, except as otherwise prescribed by laws and regulations.</p> <p>(II) Candidates for employee Supervisors shall be nominated by the Nomination Committee of the Board of Supervisors and labor union of the Bank, and are elected at the employee representative meeting.</p>

Prevailing Articles	Amended Articles
<p>(III) The Nomination and Remuneration Committee of the Board of the Bank or shareholder(s) severally or jointly holding more than 1% of the total voting shares issued by the Bank may propose candidates for independent directors to the Board, and shareholders who have nominated director candidates shall not nominate any candidates for independent directors. In principle, the same shareholder can propose one candidate for independent director only. The selection and appointment of independent directors shall be primarily market-based.</p> <p>The Nomination Committee of the Board of Supervisors of the Bank or Shareholder(s) individually or jointly holding more than 1% of the total voting shares issued by the Bank may propose external supervisor candidates to the Board of Supervisors, but shareholders who have nominated shareholder supervisor candidates shall not nominate any external supervisor. In principle, the same shareholder can propose one external supervisor candidate only.</p> <p>The same shareholder shall not nominate independent director candidate and external supervisor candidate at the same time.</p>	<p>(III) The Nomination and Remuneration Committee of the Board of the Bank, shareholder(s) severally or jointly holding more than 1% of the total voting shares issued by the Bank <u>or the Board of Supervisors</u> may propose candidates for independent directors to the Board, and shareholders <u>or his/her related party</u> who have nominated candidates <u>for non-independent directors</u> shall not nominate any candidates for independent directors. In principle, the same shareholder can propose one candidate for independent director only. The selection and appointment of independent directors shall be primarily market-based.</p> <p>The <u>external supervisor candidates of the Bank are nominated by</u> Nomination Committee of the Board of Supervisors of the Bank or Shareholder(s) individually or jointly holding more than 1% of the total voting shares issued by the Bank may propose external supervisor candidates to the Board of Supervisors, but shareholders who have nominated shareholder supervisor candidates shall not nominate any external supervisor. In principle, the same shareholder can propose one external supervisor candidate only.</p> <p>The same shareholder shall not nominate independent director candidate and external supervisor candidate at the same time.</p>

Prevailing Articles	Amended Articles
<p>(IV) The Nomination and Remuneration Committee of the Board shall make preliminary examination on the qualifications and conditions of the director candidates and submit the qualified candidates to the Board for consideration; and, upon consideration and approval by the Board, propose director candidates to the Shareholders' general meeting through written resolutions. The Nomination Committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the candidates for shareholder supervisors and external supervisors; and submit the qualified candidates to the Board of Supervisors for consideration; and, upon consideration and approval by the Board of Supervisors, propose supervisor candidates to the Shareholders' general meeting through written resolutions.</p>	<p>(IV) The Nomination and Remuneration Committee of the Board shall make preliminary examination on the qualifications and conditions of the director candidates and submit the qualified candidates to the Board for consideration; and, upon consideration and approval by the Board, propose director candidates to the Shareholders' general meeting through written resolutions. The Nomination Committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the candidates for shareholder supervisors and external supervisors; and submit the qualified candidates to the Board of Supervisors for consideration; and, upon consideration and approval by the Board of Supervisors, propose supervisor candidates to the Shareholders' general meeting through written resolutions.</p>
<p>(V) The director or supervisor candidates shall, prior to the Shareholders' general meeting, make written undertakings that they accept the nominations, that the information announced publicly about them is true and adequate, and that they will diligently fulfill the duties and obligations as director or supervisor if elected.</p>	<p>(V) The director or supervisor candidates shall, prior to the Shareholders' general meeting, make written undertakings that they accept the nominations, that the information announced publicly about them is true and adequate, and that they will diligently fulfill the duties and obligations as director or supervisor if elected.</p>
<p>(VI) The Board of Directors or the Board of Supervisors shall, prior to the Shareholders' general meeting, disclose detailed information relating to the director or supervisor candidates to the Shareholders in accordance with laws and regulations and these Articles, so that the shareholders will have sufficient understanding of the candidates in voting.</p>	<p>(VI) The Board of Directors or the Board of Supervisors shall, prior to the Shareholders' general meeting, disclose detailed information relating to the director or supervisor candidates to the Shareholders in accordance with laws and regulations and these Articles, so that the shareholders will have sufficient understanding of the candidates in voting.</p>

Prevailing Articles	Amended Articles
<p>(VII) In the event of a temporary vacancy of director or supervisor, the Nomination and Remuneration Committee of the Board, Nomination Committee of the Board of Supervisors or shareholders qualified for nomination shall propose and submit to the Board or Board of Supervisors for consideration the candidates, who shall be elected or replaced at the Shareholders' general meeting. Employee supervisors shall be elected or replaced at the employee representative meeting.</p>	<p>(VII) In the event of a temporary vacancy of director or supervisor, the Nomination and Remuneration Committee of the Board, Nomination Committee of the Board of Supervisors or shareholders qualified for nomination shall propose and submit to the Board or Board of Supervisors for consideration the candidates, who shall be elected or replaced at the Shareholders' general meeting. Employee supervisors shall be elected or replaced at the employee representative meeting.</p>
<p>Article 110 The following matters shall be approved by ordinary resolutions at a Shareholders' general meeting:</p> <p>(I) examination and approval of the rules of procedure for Shareholders' general meetings, the Board and the Board of Supervisors of the Bank;</p> <p>(II) appointment and dismissal of directors and remuneration of the relevant directors;</p> <p>(III) appointment and dismissal of shareholder Supervisors and external Supervisors and remuneration of the relevant Supervisors;</p> <p>(IV) reports made by the Board;</p> <p>(V) reports made by the Board of Supervisors;</p> <p>(VI) business policies and investment plans of the Bank;</p> <p>(VII) annual financial budgets and final accounts of the Bank;</p> <p>(VIII) profit distribution plans and loss recovery plans of the Bank;</p>	<p>Article 110 Article 117 The following matters shall be approved by ordinary resolutions at a Shareholders' general meeting:</p> <p>(I) examination and approval of the rules of procedure for Shareholders' general meetings, the Board and the Board of Supervisors of the Bank;</p> <p>(II) appointment and dismissal of directors and remuneration of the relevant directors;</p> <p>(III) appointment and dismissal of shareholder Supervisors and external Supervisors and remuneration of the relevant Supervisors;</p> <p>(IV) reports made by the Board;</p> <p>(V) reports made by the Board of Supervisors;</p> <p>(VI) business policies and investment plans of the Bank;</p> <p>(VII) annual financial budgets and final accounts of the Bank;</p> <p>(VIII) profit distribution plans and loss recovery plans of the Bank;</p>

Prevailing Articles	Amended Articles
<p>(IX) reports of the Board on implementation of related party transactions management system and on related party transactions;</p> <p>(X) engagement or dismissal of the accounting firm responsible for auditing the Bank;</p> <p>(XI) listening to the Board of Supervisors' reports on the performance evaluation results concerning the Board, senior management and members thereof and the self-evaluation and supervisors' performance evaluation results; and</p> <p>(XII) other matters than those that should be passed by special resolutions or be subject to unanimous approval pursuant to the laws and regulations or these Articles.</p>	<p>(IX) reports of the Board on implementation of related party transactions management system and on related party transactions;</p> <p>(X) engagement or dismissal of the accounting firm responsible for auditing the Bank; <u>resolutions on the engagement, dismissal or discontinuation of the appointment of the accounting firm responsible for the regular statutory auditing of the Bank's financial reports;</u></p> <p>(XI) listening to the Board of Supervisors' reports on the performance evaluation results concerning the Board, senior management and members thereof and the self-evaluation and supervisors' performance evaluation results; and</p> <p>(XII) other matters than those that should be passed by special resolutions or be subject to unanimous approval pursuant to the laws and regulations or these Articles.</p>

Prevailing Articles	Amended Articles
<p>Article 111 The following matters shall be approved by special resolutions at a Shareholders’ general meeting:</p> <p>(I) amendments to these Articles;</p> <p>(II) the Bank’s listing or other fundraising arrangements;</p> <p>(III) any change of uses of the funds raised by the Bank;</p> <p>(IV) an increase or reduction in the registered capital, the issuance of shares of any class, warrants, securities convertible to shares and other similar securities, and options or warrants to subscribe for any shares or the aforesaid convertible securities or similar rights of the Bank;</p> <p>(V) repurchase of the Bank’s shares;</p> <p>(VI) examination and approval of the Bank’s equity incentive plans;</p> <p>(VII) financial reorganization, merger, division, dissolution and liquidation of the Bank;</p> <p>(VIII) issuance of bonds of the Bank;</p> <p>(IX) examination and approval of important guarantees stipulated in Article 80 of these Articles;</p> <p>(X) examination and approval of any important investment beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank;</p>	<p>Article 111Article 118 The following matters shall be approved by special resolutions at a Shareholders’ general meeting:</p> <p>(I) amendments to these Articles;</p> <p>(II) the Bank’s listing or other fundraising arrangements;</p> <p>(III) any change of uses of the funds raised by the Bank;</p> <p>(IV) an increase or reduction in the registered capital, the issuance of shares of any class, warrants, securities convertible to shares and other similar securities, and options or warrants to subscribe for any shares or the aforesaid convertible securities or similar rights of the Bank;</p> <p>(V) repurchase of the Bank’s shares; <u>resolution on purchase of the Bank’s shares in accordance with laws;</u></p> <p>(VI) examination and approval of the Bank’s equity incentive plans;</p> <p>(VII) financial <u>restructuring</u> reorganization, merger, division, dissolution—and, liquidation <u>or alteration on the corporate form</u> of the Bank;</p> <p>(VIII) issuance of bonds of the Bank;</p> <p>(IX) <u>removal of independent directors;</u></p> <p>(X)(X) examination and approval of important guarantees stipulated in Article 8086 of these Articles;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
<p>(XI) examination and approval of any purchase or sale of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or sales of the same or relevant assets in the consecutive 12 months shall be calculated on a cumulative basis); and</p> <p>(XII) any other matter specified in these Articles and confirmed by an ordinary resolution at a Shareholders' general meeting that it may have material impact on the Bank and accordingly shall be approved by special resolutions.</p>	<p>(X)(XI) examination and approval of any important investment beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank;</p> <p>(XII)(XII) examination and approval of any purchase or sale of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or sales of the same or relevant assets in the consecutive 12 months shall be calculated on a cumulative basis); and</p> <p>(XIII)(XIII) <u>matters specified in laws and regulations or these Articles that shall be passed by special resolutions, and</u> any other matter confirmed by an ordinary resolution at a Shareholders' general meeting that it may have material impact on the Bank and accordingly shall be approved by special resolutions.</p>
<p>Article 123 The minutes of the Shareholders' general meeting shall be prepared in Chinese by the secretary to the Board, circulated to shareholders, signed by the presider of the meeting and attending directors for confirmation, and kept by the secretary to the Board as the Bank's file together with the attendance book of shareholders and powers of attorney for attendance by proxy for at least 10 years.</p>	<p>Article 123Article 130 The minutes of the Shareholders' general meeting shall be prepared in Chinese by the secretary to the Board, circulated to shareholders, signed by the presider of the meeting and attending directors for confirmation, and kept <u>perpetually</u> by the secretary to the Board as the Bank's file together with the attendance book of shareholders and powers of attorney for attendance by proxy for at least 10 years.</p>

Prevailing Articles	Amended Articles
<p>Article 130 The rights of a certain class Shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(I) to increase or reduce in the quantity of the shares of that class, or increase or reduce the quantity of the shares of other class which enjoy the same or more voting rights, distribution rights or other privileges;</p> <p>(II) to convert all or part of the shares of that class into other class(es), convert all or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(III) to nullify or reduce the rights of that class of shares to receive payable dividends or cumulative dividends;</p> <p>(IV) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(V) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(VI) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p>	<p>Article 130 Article 137 The rights of a certain class Shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(I) to increase or reduce in the quantity of the shares of that class, or increase or reduce the quantity of the shares of other class which enjoy the same or more voting rights, distribution rights or other privileges;</p> <p>(II) to convert all or part of the shares of that class into other class(es), convert all or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(III) to nullify or reduce the rights of that class of shares to receive payable dividends or cumulative dividends;</p> <p>(IV) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(V) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(VI) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
<p>(VII) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p> <p>(VIII) to restrict the transfer and ownership of that class of shares, or increase the restrictions;</p> <p>(IX) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(X) to increase the rights or privileges of other class(es) of shares;</p> <p>(XI) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring; and</p> <p>(XII) to revise or nullify the provisions of this chapter.</p>	<p>(VII) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p> <p>(VIII) to restrict the transfer and ownership of that class of shares, or increase the restrictions;</p> <p>(IX) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(X) to increase the rights or privileges of other class(es) of shares;</p> <p>(XI) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring; and</p> <p>(XII) to revise or nullify the provisions of this chaptersection.</p>
<p>Article 133 ...</p> <p>The quorum of various class meetings (excluding adjourned meetings) convened to consider modifying the rights of any class of shares shall be at least 1/3 of the holders holding the issued shares of the said class.</p>	<p>Article 133Article 140 ...</p> <p>The quorum of various class meetings (excluding adjourned meetings) convened to consider modifying the rights of any class of shares shall be at least 1/3 of the holders holding the issued shares of the said class.</p>

Prevailing Articles	Amended Articles
Newly added	<p data-bbox="810 261 1347 370"><u>Article 145 Directors of the Bank shall perform the following duties or obligations:</u></p> <p data-bbox="810 421 1347 810"><u>(I) They shall pay continuous attention to the operations and management of the Bank, and are entitled to require the senior management to provide relevant materials reflecting the Bank’s operations and management in a comprehensive, timely and accurate manner or to make explanations on relevant issues;</u></p> <p data-bbox="810 861 1347 1129"><u>(II) They shall attend the Board meetings on time, fully examine the matters considered by the Board, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</u></p> <p data-bbox="810 1181 1347 1251"><u>(III) They shall be liable for the resolutions of the Board;</u></p> <p data-bbox="810 1302 1347 1491"><u>(IV) They shall supervise the implementation of the resolutions of the Shareholders’ general meeting and the Board by the senior management;</u></p> <p data-bbox="810 1542 1347 1932"><u>(V) They shall actively participate in training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions, and maintain the professional knowledge and capabilities required for performing their duties;</u></p>

Prevailing Articles	Amended Articles
	<p><u>(VI) They shall be accountable to the Bank and all shareholders, and treat all shareholders fairly when performing duties;</u></p> <p><u>(VII) They shall observe a high standard of code of professional ethics and take into account the legitimate rights and interests of stakeholders;</u></p> <p><u>(VIII) They shall fulfill the duty of loyalty and duty of diligence to the Bank, perform duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties;</u></p> <p><u>(IX) They shall observe laws and regulations, regulatory provisions and these Articles.</u></p>
<p>Article 138 Directors shall devote sufficient time to performing their duties. A director may authorize in writing another director of the same class to attend Board meetings on his/her behalf, but he/she shall attend at least 2/3 of the Board meetings in person every year. A director failing to attend the Board meetings in person or by proxy shall bear relevant legal liabilities for the resolutions of the Board.</p>	<p>Article 138Article 146 Directors shall devote sufficient time to performing their duties. A director <u>who is unable to attend the meeting in person due to certain reasons,</u> may authorize in writing another director of the same class to attend Board meetings on his/her behalf, but he/she shall attend at least 2/3 of the <u>on-site</u> Board meetings in person every year. <u>An independent director shall not entrust a non-independent director to attend on his/her behalf.</u> A director failing to attend the Board meetings in person or by proxy shall bear relevant legal liabilities for the resolutions of the Board.</p>

Prevailing Articles	Amended Articles
<p>Newly added</p>	<p><u>Article 147 A director nominated by a major shareholder shall perform his/her duties independently based on professional judgment, treat all shareholders fairly, make independent, professional and objective decisions on the principle of safeguarding the maximization of the overall interests of the Bank, bear responsibility for the decisions he/she made in accordance with the law, and shall not damage the legitimate rights and interests of the Bank and other stakeholders.</u></p>
<p>Article 140 A director may resign before his/her term of office expires. In resigning his/her duties, a director shall tender a written resignation to the Board.</p>	<p>Article 140Article 149 A director may resign before his/her term of office expires. In resigning his/her duties, a director shall tender a written resignation to the Board.</p> <p><u>If no re-election is carried out in time upon the expiration of the term of office of a director, or the director resigns during his/her term of office resulting in the number of the Board members lower than the minimum number specified in the Company Law or two-thirds of the number specified in the Articles of Association, the said director shall continue fulfilling the duties as a director until a new director takes office. The resignation report of the director shall not become effective until the vacancy caused by his/her resignation is filled by the next director.</u></p> <p><u>Save as provided in the preceding paragraph, a director's resignation shall be effective when his/her resignation report is served to the Board.</u></p>

Prevailing Articles	Amended Articles
	<p><u>When the number of the Board members falls short of the minimum number specified in the Company Law or the minimum number required for voting by the Board due to the removal by the Shareholders' general meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors, the powers and functions of the Board shall be exercised by the Shareholders' general meeting until the number of directors meets the requirements.</u></p>
<p>Article 141 The Board shall, upon authorization by the Shareholders' general meeting, decide on whether it approves the resignation of any director or independent director and report to the Shareholders' general meeting. If any director or independent director resigns and the number of directors or independent directors of the Bank falls short of the quorum or the normal operation of the Bank is affected thereby, such resignation shall not become effective until the vacancy is filled up by a succeeding director or independent director.</p>	<p>Article 141Article 150 The Board shall, upon authorization by the Shareholders' general meeting, decide on whether it approves the resignation of any director or independent director and report to the Shareholders' general meeting. If any director or independent director resigns and the number of directors or independent directors of the Bank falls short of the quorum or the normal operation of the Bank is affected thereby, such resignation shall not become effective until the vacancy is filled up by a succeeding director or independent director.</p>

Prevailing Articles	Amended Articles
<p>If any director or independent director resigns and the number of directors or independent directors of the Bank falls short of the quorum or the normal operation of the Bank is affected thereby, the Board shall convene an extraordinary general meeting as soon as possible to elect a director or an independent director to fill the vacancy caused by the said resignation. Before a resolution is made at a Shareholders' general meeting in relation to the election of a director or an independent director, the functions and powers of such resigning director or independent director and the Board shall be subject to reasonable restrictions.</p>	<p>If any director or independent director resigns and the number of directors or independent directors of the Bank falls short of the quorum or the normal operation of the Bank is affected thereby, the Board shall convene an extraordinary general meeting as soon as possible to elect a director or an independent director to fill the vacancy caused by the said resignation. Before a resolution is made at a Shareholders' general meeting in relation to the election of a director or an independent director, the functions and powers of such resigning director or independent director and the Board shall be subject to reasonable restrictions.</p> <p><u>When the term of office of a director expires, or the number of the Board members falls short of the minimum number specified in the Company Law or two-thirds of the number specified in the Articles of Association, the Bank shall promptly initiate the director election procedure and convene a Shareholders' general meeting to elect directors.</u></p>

Prevailing Articles	Amended Articles
<p>Article 147 Independent directors of the Bank are directors who do not hold any positions in the Bank other than directorship and do not maintain with the Bank and its substantial shareholders a connection which may possibly hamper their independent and objective judgments. Independent directors shall account for at least one third of members of the Board of Directors. At least one of independent directors shall have appropriate professional qualifications under the Hong Kong Listing Rules or appropriate accounting or related financial management expertise, and at least one of independent directors shall reside in Hong Kong.</p>	<p>Article 147 Article 156 Independent directors of the Bank are directors who do not hold any positions in the Bank other than directorship and do not maintain with the Bank and its substantial shareholders <u>or de facto controllers</u> a connection which may possibly hamper their independent and objective judgments <u>of the Bank's affairs</u>. Independent directors shall account for at least one third of members of the Board of Directors. At least one of independent directors shall have appropriate professional qualifications under the Hong Kong Listing Rules or appropriate accounting or related financial management expertise, and at least one of independent directors shall reside in Hong Kong.</p>
<p>Article 148 Independent directors owe the Bank and all the shareholders thereof the obligation of honesty and diligence. Independent directors shall, pursuant to the relevant laws and regulations and these Articles, independently perform their duties and protect the interests of the Bank as a whole, in particular the legitimate rights and interests of the depositors and minority shareholders.</p>	<p>Article 148 Article 157 Independent directors owe the Bank and all the shareholders thereof the obligation of honesty and diligence. Independent directors shall, pursuant to the relevant laws and regulations and these Articles, independently perform their duties and protect the interests of the Bank as a whole, in particular the legitimate rights and interests of the depositors and minority shareholders. <u>Independent directors shall fulfil their duties with good faith, independence and diligence to the Bank and earnestly safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers, without any interference by shareholders, de facto controllers and senior management of the Bank, or other entities or individuals who are in relationships of material interest with the Bank.</u></p>

Prevailing Articles	Amended Articles
<p>Article 150 An independent director of the Bank shall not concurrently hold positions in any other banking financial institutions which are of the same nature and type as the Bank and have obvious conflicts of interests with the Bank, and shall not hold positions in more than two commercial banks at the same time.</p>	<p>Article 150Article 159 An independent director of the Bank shall not concurrently hold positions in any other banking financial institutions which are of the same nature and type as the Bank and have obvious conflicts of interests with the Bank; <u>shall ensure that he/she has sufficient time and energy to perform his/her duties effectively and serve as an independent director in at most five domestic and foreign enterprises at the same time. If an independent director is also an independent director of a banking or insurance institution, the relevant institution shall have no affiliation and no conflict of interest.</u></p> <p><u>An independent director of the Bank</u> shall not hold positions serve as an independent director in more than two commercial banks at the same time</p>
<p>Article 151 An independent director shall work in the Bank for at least 15 workdays every year. An independent director serving as principal member of the audit and consumer rights protection committee, risk management committee and related party transactions control committee of the Board shall work in the Bank for at least 25 workdays every year. An independent director may authorize another independent director to attend the Board meeting on his/her behalf, but shall attend at least two thirds of the Board meetings in person every year.</p>	<p>Article 151Article 160 An independent director shall work in the Bank for at least 15 workdays every year. An independent director serving as principal member of the audit and consumer rights protection committee, risk management <u>and green finance</u> committee and related party transactions control committee of the Board shall work in the Bank for at least 205 workdays every year. An independent director may authorize another independent director to attend the Board meeting on his/her behalf, but shall attend at least two thirds of the <u>on-site</u> Board meetings in person every year.</p>

Prevailing Articles	Amended Articles
Newly added	<u>Article 161 If any independent director fails to attend in person for three consecutive Board meetings, which will be regarded as failure to perform his/her duties, the Bank shall convene a Shareholders' general meeting within three months to remove him/her and elect a new independent director.</u>
Newly added	<u>Article 162 If the number of independent directors is less than one-third of the Board as a result of resignation of any independent director, such independent director shall continue to perform his/her duties, other than the resignation or removal caused by the loss of independence.</u>
<p>Article 152 An independent director shall be nominated, elected and replaced in accordance with laws, regulations, these Articles and the following provisions:</p> <p>(I) Independent directors of the Bank shall be nominated by the nomination and remuneration committee of the Board and shareholders individually or jointly holding more than 1% of the Bank's issued shares with voting rights and shall be elected by the Shareholders' general meeting;</p>	<p>Article 152<u>Article 163</u> An independent director shall be nominated, elected and replaced in accordance with laws, regulations, these Articles and the following provisions:</p> <p>(I) Independent directors of the Bank shall be nominated by the nomination and remuneration committee of the Board and, shareholders individually or jointly holding more than 1% of the Bank's issued shares with voting rights and the Board of Supervisors and shall be elected by the Shareholders' general meeting;</p>

Prevailing Articles	Amended Articles
<p>(II) The nominator of an independent director candidate shall obtain the nominee's consent prior to the nomination, and shall be fully aware of such particulars of the nominee in terms of his/her occupation, academic qualification, professional title, detailed work experience and all information regarding his/her positions held concurrently and provide opinions on the nominee's qualification as an independent director and independence. The nominee shall make an announcement stating that there exists no relationship between the Bank and him/her that affects his/her independent and objective judgment. The nomination and remuneration committee of the Board shall conduct qualification examination on the nominated independent directors, with examination focused on independence, professional knowledge, experience and ability. Before taking office, independent directors shall make a statement to the Board to ensure that they have sufficient time and energy to perform their duties and undertake to perform duties diligently. Before the Shareholders' general meeting is convened for election of independent Directors, the Board of the Bank shall disclose the above information to the shareholders;</p>	<p>(II) The nominator of an independent director candidate shall obtain the nominee's consent prior to the nomination, and shall be fully aware of such particulars of the nominee in terms of his/her occupation, academic qualification, professional title, detailed work experience and all information regarding his/her positions held concurrently and provide opinions on the nominee's qualification as an independent director and independence. The nominee shall make an announcement stating that there exists no relationship between the Bank and him/her that affects his/her independent and objective judgment. The nomination and remuneration committee of the Board shall conduct qualification examination on the nominated independent directors, with examination focused on independence, professional knowledge, experience and ability. Before taking office, independent directors shall make a statement to the Board to ensure that they have sufficient time and energy to perform their duties and undertake to perform duties diligently. Before the Shareholders' general meeting is convened for election of independent Directors, the Board of the Bank shall disclose the above information to the shareholders;</p>

Prevailing Articles	Amended Articles
<p>(III) After the Shareholders' general meeting is convened and adopts the proposal on election of independent directors, the Bank shall submit the relevant information of all candidates to the CBIRC and other relevant regulatory authorities. If the Board of the Bank has any dissenting opinions on the particulars of the nominees, the written opinions of the Board shall also be submitted.</p> <p>If the relevant regulatory authorities have dissenting opinions on the nomination or qualification of any nominee, the said nominee shall not be included as independent director candidate; and</p> <p>(IV) The term of office of independent directors is the same as that of other directors. An independent director shall serve a term of at most six years in the Bank.</p>	<p>(III) After the Shareholders' general meeting is convened and adopts the proposal on election of independent directors, the Bank shall submit the relevant information of all candidates to the CBIRC and other relevant regulatory authorities. If the Board of the Bank has any dissenting opinions on the particulars of the nominees, the written opinions of the Board shall also be submitted.</p> <p>If the relevant regulatory authorities have dissenting opinions on the nomination or qualification of any nominee, the said nominee shall not be included as independent director candidate; and</p> <p>(IV) The term of office of independent directors is the same as that of other directors. An independent director shall serve a term of at most six years in the Bank.</p>

Prevailing Articles	Amended Articles
<p>Article 153 The Board of Supervisors may propose to the Shareholders' general meeting to dismiss the independent directors in any of the following circumstances:</p> <p>(I) Failure to meet the qualifications for an independent director due to change in position and failure to submit the resignation;</p> <p>(II) Failure to attend in person at least two thirds of the Board meetings in a year; and</p> <p>(III) Other circumstances where an independent director shall not serve as or is no longer fit for independent director according to laws, regulations or these Articles.</p> <p>A proposal made by the Board of Supervisors for dismissal of an independent director shall be approved by more than two thirds of the supervisors by voting before it is submitted to the Shareholders' general meeting for consideration.</p> <p>...</p>	<p>Article 153 Article 164 The Board of Supervisors may propose to the Shareholders' general meeting to dismiss the independent directors in any of the following circumstances:</p> <p>(I) Failure to meet the qualifications for an independent director due to change in position and failure to submit the resignation;</p> <p>(II) Failure to attend in person at least two thirds of the on-site Board meetings in a year; and</p> <p>(III) Other circumstances where an independent director shall not serve as or is no longer fit for independent director according to laws, regulations or these Articles.</p> <p>A proposal made by the Board of Supervisors for dismissal of an independent director shall be approved by more than two thirds of the supervisors by voting before it is submitted to the Shareholders' general meeting for consideration.</p> <p>...</p>

Prevailing Articles	Amended Articles
<p>Article 157 In performance of duties, independent directors shall independently give objective and fair opinions on the matters considered by the Board and focus on the following issues:</p> <p>(I) Legality and fairness of material related party transactions;</p> <p>(II) Profit distribution plans;</p> <p>(III) Appointment and dismissal of senior management members;</p> <p>(IV) Matters which may cause material losses to the Bank;</p> <p>(V) Matters which may prejudice the legitimate rights and interests of depositors, minority shareholders and other stakeholders;</p> <p>(VI) Appointment of external auditors; and</p> <p>(VII) Other matters specified by relevant laws, regulations and these Articles.</p> <p>Independent directors shall express one of the following types of opinions on the aforesaid issues: agreement; qualified opinions and reasons therefor; objection and reasons therefor; inability to express opinions and reasons therefor.</p>	<p>Article 157 Article 168 In performance of duties, —Independent directors shall independently give objective and fair <u>independent</u> opinions on the matters considered by <u>the Shareholders’ general meeting or</u> the Board. and focus on the following issues <u>Especially, they shall give opinions to the Shareholders’ general meeting or the Board in relation to the following issues:</u></p> <p>(I) Legality and fairness of Material related party transactions;</p> <p>(II) Profit distribution plans;</p> <p>(III) <u>Nomination, appointment and removal of directors and</u> appointment and dismissal of senior management members;</p> <p>(IV) <u>Remuneration of directors and senior management members;</u></p> <p>(IV) Matters which may cause material losses to the Bank;</p> <p>(V) Matters which may prejudice the legitimate rights and interests of depositors, minority shareholders and other stakeholders;</p> <p>(IV) (V) <u>Appointment of external auditors; and Engagement or dismissal of the accounting firm responsible for the regular statutory auditing of the Bank’s financial reports;</u></p> <p>(VI) <u>Other matters that may have a significant impact on the legitimate rights and interests of the Bank, its minority shareholders and financial consumers;</u></p> <p>(VII) Other matters specified by relevant laws, regulations and these Articles.</p>

Prevailing Articles	Amended Articles
	<p>Independent directors shall express one of the following types of opinions on the aforesaid issues: agreement; qualified opinions and reasons therefor; objection and reasons therefor; inability to express opinions and reasons therefor.</p> <p><u>The independent directors shall express written opinions on the fairness and compliance of material related party transactions and the implementation of internal approval procedures on a case-by-case basis. If the independent directors consider it necessary, they may engage an independent third party such as an intermediary to provide an opinion at the Bank's expense.</u></p>
<p>Article 158 If, during performance of duties, an independent director finds the Board, any director and senior management member and any institution and personnel of the Bank violate laws, regulations and these Articles, he/she shall promptly ask the said persons to make corrections and report to the relevant regulatory authorities.</p>	<p>Article 158 Article 169 If, during performance of duties, an independent director finds the Board, any director and senior management member and any institution and personnel of the Bank violate laws, regulations and these Articles, he/she shall promptly ask the said persons to make corrections and report to the relevant regulatory authorities.</p> <p><u>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 a timely manner. In addition to reporting relevant information to the regulatory authorities as required, independent directors shall keep the Bank's secrets confidential.</u></p>

Prevailing Articles	Amended Articles
Newly added	<u>Article 172 Independent directors of the Bank may elect one independent director, who is responsible for convening special meetings attended by independent directors to study issues related to the performance of their duties.</u>
Article 164 The Board of the Bank shall consist of executive directors and non-executive directors (including independent directors). Executive directors refer to chairman and directors holding positions as senior management of the Bank. The Board consists of 18 directors, including four executive directors and six independent directors. The Bank shall have one chairman and one vice chairman. The chairman and vice chairmen shall be elected and dismissed by more than half of all the directors. The vice chairman shall assist the chairman in performing his/her duties.	Article 164 <u>Article 176</u> The Board of the Bank shall consist of executive directors and non-executive directors (including independent directors). Executive directors refer to chairman and directors holding positions as senior management of the Bank <u>and directors who also hold positions as senior management members in addition to serving as a director of the Bank. Non-executive directors refer to directors who do not hold any position other than a director in the Bank and does not assume the responsibilities of senior management members.</u> The Board consists of 18 directors, including four executive directors and six independent directors. The Bank shall have one chairman and one vice chairman. The chairman and vice chairmen shall be elected and dismissed by more than half of all the directors. The vice chairman shall assist the chairman in performing his/her duties.

Prevailing Articles	Amended Articles
<p>Article 165 The Board shall undertake final responsibility of operation and management of the Bank. The Board shall exercise the following functions and powers:</p> <p>(I) to convene Shareholders' general meetings and report on its work to the Shareholders' general meetings;</p> <p>(II) to implement resolutions of the Shareholders' general meetings;</p> <p>(III) to determine the Bank's operation and development strategies and medium-term and long-term development plans and supervise implementation of the strategies;</p> <p>(IV) to appoint or dismiss the president and the secretary to the Board of Directors of the Bank; to appoint or dismiss senior management members such as the vice president, the chief financial officer and the chief risk management officer of the Bank as proposed by the president; and to determine remunerations, welfare, rewards and punishments of the aforesaid persons;</p> <p>(V) to formulate proposals for any amendment to the Articles;</p> <p>(VI) to evaluate and improve the corporate governance of the Bank on a regular basis;</p> <p>(VII) to review and approve the capital management planning of the Bank;</p> <p>(VIII) to formulate the listing or other fund raising and capital supplement plans of the Bank;</p> <p>(IX) to formulate plans for the use of funds raised by the Bank;</p>	<p>Article 165Article 177 The Board shall undertake final responsibility of operation and management of the Bank. The Board shall exercise the following functions and powers:</p> <p>(I) to convene Shareholders' general meetings and report on its work to the Shareholders' general meetings;</p> <p>(II) to implement resolutions of the Shareholders' general meetings;</p> <p>(III) to determineformulate the Bank's operation and development strategies and medium-term and long-term development plans and supervise implementation of the strategies;</p> <p>(IV) to appoint or dismiss the president and the secretary to the Board of Directors of the Bank <u>in accordance with regulatory provisions</u>; to appoint or dismiss senior management members such as the vice president, the chief financial officer and the chief risk management officer <u>and general counsel</u> of the Bank as proposed by the president; and to determine remunerations, welfare, rewards and punishments of the aforesaid persons;</p> <p>(V) to formulate proposals for any amendment to the Articles <u>and formulate the rules of procedure of the Shareholders' general meeting and the rules of procedure of the Board, and review and approve the working rules of the special committees of the Board of Directors</u>;</p> <p>(VI) to evaluate and improve the corporate governance of the Bank on a regular basis;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
(X) to formulate proposals concerning an increase or reduction in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank;	(VII) to review and approve <u>formulate</u> the capital management planning of the Bank, <u>and take ultimate responsibility for capital management</u> ;
(XI) to formulate proposals for the repurchase of shares of the Bank;	(VIII) to formulate the listing or other fund raising and capital supplement plans of the Bank;
(XII) to formulate the equity incentive plans of the Bank;	(IX) to formulate plans for the use of funds raised by the Bank;
(XIII) to review and approve material changes in shareholding of the Bank;	(X) to formulate proposals concerning an increase or reduction in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank;
(XIV) to formulate proposals for financial restructuring, merger, division and dissolution of the Bank;	(XI) to formulate proposals for <u>material acquisitions of the Bank, and</u> the repurchase of shares of the Bank;
(XV) to formulate proposals for the issuance of bonds of the Bank;	(XII) to formulate the equity incentive plans of the Bank;
(XVI) to decide on operational plans and investment proposals of the Bank;	(XIII) to review and approve material changes in shareholding of the Bank;
(XVII) to formulate annual financial budget plans, final account plans and risk capital allocation plans of the Bank;	(XIV) to formulate proposals for financial restructuring, merger, division, and dissolution <u>and alteration on the corporate form</u> of the Bank;
(XVIII) to formulate profit distribution plans and loss recovery plans of the Bank;	(XV) to formulate proposals for the issuance of bonds of the Bank;
(XIX) to formulate the major investment and major asset disposal plans of the Bank;	(XVI) to decide on operational plans and investment proposals of the Bank;
(XX) to decide on other investments, purchases and sales of assets and external guarantees of the Bank beyond the Bank's operations under authorization of the Shareholders' general meeting;	(XVII) to formulate annual financial budget plans, final account plans and risk capital allocation plans of the Bank;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
(XXI) to approve material related party transactions with the internal personnel and Shareholders of the Bank as approved by the Related Party Transactions Control Committee of the Board in advance;	(XVIII) to formulate profit distribution plans and loss recovery plans of the Bank;
(XXII) to propose to the Shareholders' general meeting to appoint or replace the accounting firm auditing the Bank;	(XIX) to formulate the major investment and major asset disposal plans of the Bank;
(XXIII) to be responsible for the Bank's information disclosure, consider the Bank's annual reports, and bear the ultimate responsibility for the truthfulness, accuracy, integrity and timeliness of the Bank's accounting and financial reports;	(XX) to decide on other investments, purchases and sales of assets and external guarantees of the Bank beyond the Bank's operations under authorization of the Shareholders' general meeting <u>to review and approve external investments, acquisition of assets, asset disposal and write-off, asset mortgage, external guarantees, related party transactions, data governance, etc. in accordance with laws and regulations, regulatory provisions and the Articles of Association;</u>
(XXIV) to work out professional norms and value criteria for the Board and the senior management to observe and the Bank's basic management system;	(XXI) to approve material related party transactions with the internal personnel and Shareholders of the Bank as approved by the Related Party Transactions Control Committee of the Board in advance;
(XXV) to decide on the risk tolerance, risk management and internal control policies and capital management policies of the Bank;	(XXII) to propose to the Shareholders' general meeting to appoint <u>engage</u> or replace <u>dismiss</u> the accounting firm <u>responsible for the regular statutory auditing of the Bank's financial reports;</u>
(XXVI) to determine the remuneration management policies (including basic remuneration, performance-based remuneration, subsidies, allowances and other welfare, medium-term and long-term incentives and special rewards) and retirement policies for employees of the Bank;	(XXIII) to be responsible for the Bank's information disclosure, consider the Bank's annual reports, and bear the ultimate responsibility for the truthfulness, accuracy, integrity and timeliness of the Bank's accounting and financial reports;
(XXVII) to determine the operating performance evaluation indicators and performance evaluation policies of the Bank;	(XXIV) to work out professional norms and value criteria for the Board and the senior management to observe and the Bank's basic management system;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
(XXIX) to listen to the work reports of senior management, supervise the duty performance of senior management members and ensure the senior management members' effective performance of management duties;	(XXV) to decide on formulate the risk tolerance, risk management and internal control policies and capital management policies, and take the ultimate responsibility for overall risk management of the Bank;
(XXX) to report the regulatory opinions of the CBIRC on the Bank and information about rectification made by the Bank;	(XXVI) to determine the overall plan of remuneration management policies (including basic remuneration, performance-based remuneration, subsidies, allowances and other welfare, medium-term and long-term incentives and special rewards) and retirement policies for employees of the Bank;
(XXXI) to safeguard the interests of depositors and other stakeholders and protect the rights and interests of banking consumers;	(XXVII) to determine the operating performance evaluation indicators and performance evaluation policies of the Bank;
(XXXII) to establish an identification, review and management mechanism for the conflict of interests between the Bank and the Shareholders, especially substantial shareholders; and	(XXVIII) to decide on the setup of internal management institutions, domestic tier- one branches and overseas branches (offices) of the Bank;
(XXXIII) to exercise other functions and powers stipulated by laws, regulations and these Articles, and granted by the Shareholders' general meetings.	(XXIX) to listen to the work reports of senior management, supervise the duty performance of senior management members and ensure the senior management members' effective performance of management duties;
	(XXX) to report the regulatory opinions of the CBIRC on the Bank and information about rectification made by the Bank;
	(XXXI) to safeguard the legitimate rights and interests of depositors—financial consumers and other stakeholders and protect the rights and interests of banking consumers;

Prevailing Articles	Amended Articles
	<p>(XXXII) to establish an identification, review and management mechanism for the conflict of interests between the Bank and the Shareholders, especially substantial shareholders;</p> <p><u>(XXXIII) to undertake the management responsibility of shareholders' affairs; and</u></p> <p>(XXXIII) to exercise other functions and powers <u>(XXXIV)</u> stipulated by laws, regulations and these Articles, and granted by the Shareholders' general meetings.</p> <p><u>The functions and powers of the Board are collectively performed by the Board. In principle, the functions and powers of the Board of Directors stipulated in the Company Law shall not be delegated to the chairman of the Board, directors, other institutions or individuals to perform. If it is indeed necessary to authorize certain specific matters to be decided on, it shall be carried out in accordance with the law through resolutions of the Board of Directors. Authorization shall be granted on a case-by-case basis, and the functions and powers of the Board of Directors shall not be generally or permanently delegated to other institutions or individuals to perform.</u></p>
Newly added	<p><u>Article 178 The Board of Directors of the Bank shall establish and practice high standards of code of professional ethics. The code of professional ethics should be in line with the long-term interests of the Bank, help to enhance the Bank's credibility and social reputation, and provide criteria for judging when conflicts of interest exist among various governance entities.</u></p>

Prevailing Articles	Amended Articles
<p>Article 166 The Board of the Bank shall perform duties diligently and bear the ultimate responsibility for equity affair management.</p> <p>The chairman of the Bank is the first person responsible for handling equity affairs of the Bank. The secretary to the Board shall assist the chairman in work and shall be the direct person responsible for handling equity affairs.</p> <p>The chairman and the secretary to the Board shall honestly, faithfully and diligently perform their duties and shall bear legal liabilities according to laws if they fail to perform their duties with due diligence.</p>	<p>Article deleted</p>
<p>Article 167 The Board of the Bank shall bear the ultimate responsibility for the Bank's consumer rights protection work, be responsible for formulating strategies, policies and objectives relating to consumer rights protection work, urge the senior management to effectively implement relevant work, regularly listen to special reports of senior management on consumer rights protection work and set relevant work as the major content of information disclosure.</p> <p>The Board shall be responsible for supervising and evaluating the comprehensiveness, timeliness and effectiveness of the Bank's consumer rights protection work and duty performance of senior management in this respect.</p> <p>The Board may authorize its special committees to perform part of the abovementioned functions. The authorized committees shall regularly submit relevant reports to the Board.</p>	<p>Article deleted</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
<p>Article 168 The Board of the Bank shall bear the ultimate responsibility for management of large-amount risk exposure and perform the following duties:</p> <p>(I) to examine and approve the management systems for large-amount risk exposure;</p> <p>(II) to review relevant reports and grasp information about changes and management of large-amount risk exposure; and</p> <p>(III) to examine and approve contents for information disclosure concerning large- amount risk exposure.</p>	<p>Article deleted</p>
<p>Article 169 The Board of the Bank shall formulate data strategies, examine and approve or authorize examination and approval of major events relating to data governance, urge senior management to improve the efficiency of data governance, and bear the ultimate responsibility for data governance.</p>	<p>Article deleted</p>

Prevailing Articles	Amended Articles
<p>Article 170 The Board of the Bank shall bear the ultimate responsibility for management of interest rate risk in the banking book and perform the following duties:</p> <p>(I) to formulate strategies for management of the Bank’s interest rate risk in the banking book, set risk preference and ensure setting of risk quota;</p> <p>(II) to examine and approve the risk management policies and procedures for the Bank’s interest rate risk in the banking book;</p> <p>(III) to supervise senior management in establishing and implementing the relevant quota system, risk management policies and procedures, and ensure the consistency between the aforesaid system, policies and procedures and the risk management policies and risk preference established by the Board;</p> <p>(IV) to consider the report on the Bank’s interest rate risk in banking book;</p> <p>(V) to be responsible for information disclosure relating to the Bank’s interest rate risk in banking book;</p> <p>(VI) to perform other duties relating to management of the Bank’s interest rate risk in banking book.</p> <p>The Board may authorize its special committees to perform part of its duties for management of interest rate risk in banking book.</p>	<p>Article deleted</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
<p>Article 171 The Board of the Bank shall bear the ultimate responsibility for management of employee acts and perform the following duties:</p> <ul style="list-style-type: none"> (I) to build a staff conduct management culture of legality, compliance and honesty; (II) to examine and approve the code of conduct formulated by the Bank and detailed rules thereof; and (III) to supervise senior management in conducting management of employee acts. <p>The Board may authorize its special committees to perform part of its duties.</p>	<p>Article deleted</p>
<p>Article 172 The Board of the Bank shall bear the ultimate responsibility for money laundering risk management and mainly perform the following duties:</p> <ul style="list-style-type: none"> (I) to set the objectives for building of money laundering risk management culture; (II) to examine and approve strategies for money laundering risk management; (III) to examine and approve policies and procedures for money laundering risk management; (IV) to authorize the senior management members to lead the money laundering risk management; (V) to regularly review anti-money laundering work report and promptly learn about major money laundering risk events and handling thereof; and (VI) to perform other relevant functions and powers. <p>The Board may authorize its special committees to perform part of its duties relating to money laundering risk management. The special committees shall be responsible for providing professional opinions on money laundering risk management to the Board.</p>	<p>Article deleted</p>

Prevailing Articles	Amended Articles
<p>Article 175 ...</p> <p>The Board shall first listen to the opinions of the Party committee before making a decision on major issues of the Bank.</p>	<p>Article 175 Article 181 ...</p> <p>The Board shall first listen to the opinions of the Party committee before making a decision on major issues of the Bank.</p>
<p>Article 179 The Board shall hold a regular meeting at least once a quarter and the chairman shall convene the meeting. All the Directors shall be notified in writing to attend the meeting, and all the Supervisors shall be notified to be present at the meeting 14 days before the meeting. The meeting agenda and relevant documents shall be served seven days before the meeting.</p>	<p>Article 179 Article 185 The Board shall hold a regular meeting at least once a quarter and The Board meetings are divided into regular meetings and provisional meetings. Regular meetings shall be held at least four times a year and the chairman shall convene the meeting. All the Directors shall be notified in writing to attend the meeting, and all the Supervisors shall be notified to be present at the meeting 14 days before the meeting. The meeting agenda and relevant documents shall be served seven days before the meeting.</p>
<p>Article 180 In any of the following circumstances, the chairman shall convene a provisional Board meeting within five workdays:</p> <p>(I) It is deemed necessary by the chairman;</p> <p>(II) Shareholders who individually or jointly hold more than 10% of the Bank's shares with voting rights make a proposal in writing;</p> <p>(III) It is jointly proposed by more than one third of the directors;</p> <p>(IV) It is proposed by more than half of the independent directors;</p> <p>(V) It is proposed by the Board of Supervisors;</p> <p>(VI) It is proposed by the president of the Bank; and</p> <p>(VII) Other circumstances stipulated by the relevant laws and regulations and these Articles.</p>	<p>Article 180 Article 186 In any of the following circumstances, the chairman shall convene a provisional Board meeting within five workdays:</p> <p>(I) It is deemed necessary by the chairman;</p> <p>(II) Shareholders who individually or jointly hold more than 10% of the Bank's shares with voting rights make a proposal in writing;</p> <p>(III) It is jointly proposed by more than one third of the directors;</p> <p>(IV) It is proposed by more than half two of the independent directors;</p> <p>(V) It is proposed by the Board of Supervisors;</p> <p>(VI) It is proposed by the president of the Bank; and</p> <p>(VII) Other circumstances stipulated by the relevant laws and regulations and these Articles.</p>
<p>Article 183 No meeting of the Board shall be held unless more than half of the Directors are present. The Board resolutions may be adopted by way of ballot or by show of hands. Each Director shall have one vote.</p>	<p>Article 183 Article 189 No meeting of the Board shall be held unless more than half of the Directors are present. The Board resolutions may be adopted vote by way of ballot or by show of hands. Each Director shall have one vote.</p>

Prevailing Articles	Amended Articles
<p>Article 184 Any decision made by the Board of the Bank on the following matters shall be subject to consideration and approval by more than two thirds of all the directors:</p> <p>(I) appointment or dismissal of the Bank’s president and secretary to the Board, and appointment or dismissal of the Bank’s senior management members such as vice president, chief financial officer and chief risk management officer as nominated by the president, and determination of remunerations, welfare, rewards and punishments for the aforesaid persons;</p> <p>(II) plan for amendment to these Articles;</p> <p>(III) plan for listing of the Bank on any stock exchange or other fund raising and capital supplement plans;</p> <p>(IV) plans for use of funds raised by the Bank;</p> <p>(V) plans for increase or decrease of the registered capital of the Bank and issuance of shares of any class, warrants and other similar securities;</p> <p>(VI) plans for issuance of bonds of the Bank;</p> <p>(VII) plans for repurchase of shares of the Bank;</p> <p>(VIII) equity incentive plans of the Bank;</p> <p>(IX) plans for material equity changes, financial restructuring, merger, division and dissolution of the Bank;</p> <p>(X) risk capital distribution plans, profit distribution plans and loss recovery plans of the Bank;</p>	<p>Article 184 Article 190 Any decision made by the Board of the Bank on the following matters shall be subject to consideration and approval by more than two thirds of all the directors:</p> <p>(I) appointment or dismissal of the Bank’s president and secretary to the Board, and appointment or dismissal of the Bank’s senior management members such as vice president, chief financial officer, chief risk management officer and general counsel as nominated by the president, and determination of remunerations, welfare, rewards and punishments for the aforesaid persons;</p> <p>(II) plan for amendment to these Articles;</p> <p>(III) plan for listing of the Bank on any stock exchange or other fund raising and capital supplement plans;</p> <p>(IV) plans for use of funds raised by the Bank;</p> <p>(V) plans for increase or decrease of the registered capital of the Bank and issuance of shares of any class, warrants and other similar securities;</p> <p>(VI) plans for issuance of bonds of the Bank;</p> <p>(VII) plans for material acquisitions, repurchase of shares of the Bank;</p> <p>(VIII) equity incentive plans of the Bank;</p> <p>(IX) plans for material equity changes, financial restructuring, merger, division and, dissolution and alteration on the corporate form of the Bank;</p>

Prevailing Articles	Amended Articles
<p>(XI) major investment and major asset disposal plans of the Bank;</p> <p>(XII) other external investments, purchase and sale of assets and external guarantees of the Bank beyond the Bank's operations within the range authorized by the Shareholders' general meeting; and</p> <p>(XIII) approval for material related party transactions with the internal personnel and shareholders of the Bank as approved by the related party transactions control committee of the Board in advance.</p> <p>Important matters such as profit distribution plans, risk capital distribution plans, major investment and major asset disposal plans, appointment or dismissal of senior management members, capital supplement plans, material equity changes, financial restructuring and merger, division or dissolution plans of the Bank shall not be voted on at off-site meetings.</p> <p>...</p>	<p>(X) risk capital distribution plans, profit distribution plans and, loss recovery plans and remuneration plans of the Bank;</p> <p>(XI) major investment and major asset disposal plans of the Bank;</p> <p>(XII) other external investments, purchase and sale of assets and external guarantees of the Bank beyond the Bank's operations within the range authorized by the Shareholders' general meeting; and</p> <p>(XIII) approval for material related party transactions with the internal personnel and shareholders of the Bank as approved by the related party transactions control committee of the Board in advance.</p> <p>Important matters such as profit distribution plans, remunerations plans, risk capital distribution plans, major investment and major asset disposal plans, appointment or dismissal of senior management members, capital supplement plans, material equity changes, financial restructuring and merger, division or dissolution plans of the Bank shall not be voted by written resolutions at off-site meetings.</p> <p><u>Material related party transactions must be approved by more than two-thirds of the non-related directors, and if the number of non-related directors attending Board meetings is less than three, it shall be submitted to the Shareholders' general meetings for consideration.</u></p> <p>...</p>

Prevailing Articles	Amended Articles
<p>Article 188 Board meetings may be held on site and off site.</p> <p>...</p>	<p>Article 188 Article 194 <u>The resolutions of the Board meetings may be held on-site voted through on-site meeting and off-site by written resolutions.</u></p> <p>...</p>
<p>Article 189 Where a Board meeting is held off-site, if the Board has sent the proposal to all the directors, and the directors who have signed the proposal have reached the quorum required to make the resolution, the contents of the proposal shall be deemed to be the resolution of the Board after a written document signed and approved by such directors is served on to the secretary to the Board.</p>	<p>Article 189 Article 195 Where a Board meeting is held off-site <u>by written resolutions</u>, if the Board has sent the proposal to all the directors, and the directors who have signed the proposal have reached the quorum required to make the resolution, the contents of the proposal shall be deemed to be the resolution of the Board after a written document signed and approved by such directors is served on to the secretary to the Board.</p>
<p>Article 191 Directors shall attend Board meetings in person. Directors shall attend Board meetings in a serious and responsible manner and express clear opinions on the matters under discussion. If any director is really unable to attend the Board meeting in person, he/she may entrust in writing other directors of the same class to attend and vote on his/her behalf according to his/her wishes, and the principal shall bear the legal liability independently.</p> <p>The power of attorney shall specify the proxy's name, proxy matters, scope and term of authorization, and shall be signed or sealed by the principal.</p> <p>...</p>	<p>Article 191 Article 197 Directors shall attend Board meetings in person. Directors shall attend Board meetings in a serious and responsible manner and express clear opinions on the matters under discussion. If any director is really unable to <u>cannot</u> attend the Board meeting in person <u>for any reason</u>, he/she may entrust in writing other directors of the same class to attend and vote on his/her behalf according to his/her wishes, and the principal shall bear the legal liability independently. <u>An independent director shall not entrust any non-independent director to attend the meeting on his/her behalf.</u></p> <p><u>In principle, a director shall be entrusted by no more than two directors not attending the meeting in person. A non-related director shall not entrust any related directors to attend the meeting on his/her behalf when considering matters of related party transactions.</u></p> <p>The power of attorney shall specify the proxy's name, proxy matters, scope and term of authorization, <u>and the director's personal opinions and voting intentions on the proposal</u>, and shall be signed or sealed by the principal.</p> <p>...</p>

Prevailing Articles	Amended Articles
<p>Article 192 The minutes of the Board meeting shall be prepared in Chinese by the secretary to the Board, and the directors present at the meeting shall have the right to request explanatory records of their statements made at the meeting. The minutes of the Board meeting shall be circulated to the directors and shall be signed and confirmed jointly by the directors attending the meeting in person or by proxy and the person who made the minutes, and shall be kept by the secretary to the Board in the archives of the Bank for not less than 10 years. The minutes of the Board meeting shall be submitted to the banking regulatory authorities for a record in a timely manner.</p>	<p>Article 192 Article 198 <u>The Board shall keep minutes to record the decisions on matters discussed at the on-site meetings.</u> The minutes of the Board meeting shall be prepared in Chinese by the secretary to the Board, and the directors present at the meeting shall have the right to request explanatory records of their statements made at the meeting. The minutes of the Board meeting shall be circulated to the directors and shall be signed and confirmed jointly by the directors attending the meeting in person or by proxy and the person who made the minutes;. <u>Any director who has different views on the minutes may append explanation when signing the minutes. The minutes shall be kept perpetually.</u> and shall be kept by the secretary to the Board in the archives of the Bank for not less than 10 years. The minutes of the Board meeting shall be submitted to the banking regulatory authorities for a record in a timely manner.</p> <p><u>The Bank shall record the on-site meetings of the Board by means of audio and video recording.</u></p>
<p>Article 197 The Board shall set up such special committees as Risk Management Committee (and the affiliated Related Party Transactions Control Committee), Audit and Consumer Rights Protection Committee, Nomination and Remuneration Committee, Development Strategy and Inclusive Finance Committee. The Board may set up other special committees where necessary. The special committees shall, either expressly authorized by the Board or as required by laws and regulations, provide professional advice to the Board or make decisions on professional matters under the authority of the Board. The relevant special committees shall communicate regularly with senior management about the operation and risk profile of the Bank and make suggestions and recommendations.</p>	<p>Article 197 Article 203 The Board shall set up such special committees as Risk Management <u>and Green Finance</u> Committee (and the affiliated Related Party Transactions Control Committee), Audit and Consumer Rights Protection Committee, Nomination and Remuneration Committee, Development Strategy and Inclusive Finance Committee. The Board may set up other special committees where necessary <u>or make adjustments to the aforesaid special committees.</u> The special committees shall, either expressly authorized by the Board or as required by laws and regulations, provide professional advice to the Board or make decisions on professional matters under the authority of the Board. The relevant special committees shall communicate regularly with senior management about the operation and risk profile of the Bank and make suggestions and recommendations.</p>

Prevailing Articles	Amended Articles
<p>Each special committee shall have not less than 3 members, and the same director may serve on several special committees at the same time. Members of the special committees shall be directors with expertise and experience commensurate with the functions of the special committees. Among them, the members of the Audit and Consumer Rights Protection Committee shall be all non- executive directors, most of whom shall be independent directors, and at least one of whom shall be an independent director with the appropriate professional qualifications required by the Hong Kong Listing Rules or with the appropriate accounting or related financial management expertise; and the majority of the Nomination and Remuneration Committee members shall be independent directors; the chairman of the Risk Management Committee shall have experience in judging and managing all kinds of risks.</p> <p>Each special committee shall have one chairman who shall be responsible for convening the activities of its respective special committees. The chairmen of the Risk Management Committee (and the affiliated Related Party Transactions Control Committee), Audit and Consumer Rights Protection Committee, Nomination and Remuneration Committee are all independent directors. The chairmen of the special committees shall not, in principle, serve concurrently.</p>	<p>Each special committee shall have not less than 3 members, and the same director may serve on several special committees at the same time. Members of the special committees shall be directors with expertise and experience commensurate with the functions of the special committees. Among them, the members of the Audit and Consumer Rights Protection Committee shall be all non-executive directors <u>with expertise and experience in such aspects as finance, audit, accounting or law</u>, most of whom shall be independent directors, and at least one of whom shall be an independent director with the appropriate professional qualifications required by the Hong Kong Listing Rules or with the appropriate accounting or related financial management expertise; and the majority of the Nomination and Remuneration Committee members shall be independent directors; <u>the proportion of independent directors in the chairman of the Risk Management and Green Finance Committee and Related Party Transactions Control Committee shall be not less than one-third in principle, and the chairmen of these committees</u> shall have experience in judging and managing all kinds of risks.</p> <p>Each special committee shall have one chairman who shall be responsible for convening the activities of its respective special committees. The chairmen of the Risk Management <u>and Green Finance</u> Committee (and the affiliated Related Party Transactions Control Committee), Audit and Consumer Rights Protection Committee, Nomination and Remuneration Committee are all independent directors. The chairmen of the special committees shall not, in principle, serve concurrently.</p>

Prevailing Articles	Amended Articles
<p>Article 200 Risk Management Committee shall perform the following duties:</p> <p>(I) assisting the Board in performing its responsibilities in risk management of the Bank;</p> <p>(II) setting the basis and methods of the risk-taking level of the Bank;</p> <p>(III) reviewing the risk appetite of the Bank, including the level of the credit risk, market risk, liquidity risk, operational risk, compliance risk and reputation risk that the Bank can bear;</p> <p>(IV) reviewing the risk management systems and fundamental principles of the Bank, including the organizational and policy framework for risk management;</p> <p>(V) scrutinizing the Bank’s disposal of assets and provision of external guarantees outside its ordinary course of business;</p> <p>(VI) considering and/or approving various risk management policies of the Bank which shall be considered and approved by the Board;</p> <p>(VII) supervising the senior management on the control of all kinds of risks, and putting forward suggestions to improve the risk management and internal control of the Bank;</p>	<p>Article 200 Article 206 Risk Management and Green Finance Committee shall perform the following duties:</p> <p>(I) assisting the Board in performing its responsibilities in risk management of the Bank;</p> <p>(II) setting the basis and methods of the risk-taking level of the Bank;</p> <p>(III) reviewing the risk appetite of the Bank, including the level of the credit risk, market risk (including interest rate risk in banking book), liquidity risk, operational risk, compliance risk and reputation risk that the Bank can bear;</p> <p>(IV) reviewing the risk management systems and fundamental principles of the Bank, including the organizational and policy framework for risk management;</p> <p>(V) scrutinizing the Bank’s disposal of assets and provision of external guarantees outside its ordinary course of business;</p> <p>(VI) considering and/or approving various risk management policies of the Bank which shall be considered and approved by the Board;</p> <p>(VII) supervising the senior management on the control of all kinds of risks, and putting forward suggestions to improve the risk management and internal control of the Bank;</p>

Prevailing Articles	Amended Articles
<p>(VIII) hearing regularly (once every six months) senior management's reports on the risk and risk management profile of the Bank (including the due diligence of the Chief Risk Management Officer); analyzing the deviation between the actual level of risk and the predetermined acceptable risk of the Bank; evaluating the consistency between the risk-return ratio and the overall strategy of the Bank and the implementation of the Bank's risk management policies by senior management; studying the bad debts, expected losses, trading losses and transaction risks of the Bank and all other major risk issues based on reports from senior management; putting forward suggestions on improving the risk management and internal control of the Bank in a timely manner and taking appropriate risk mitigation measures; where necessary, hearing the Chief Risk Management Officer's reports separately and making suggestions and recommendations on the above-mentioned issues; reporting to the Board, as well as the senior management and the Board of Supervisors, so as to ensure that all risks of the Bank are controlled within the risk appetite of the Bank;</p>	<p>(VIII) hearing regularly (once every six months) senior management's reports on the risk and risk management profile of the Bank (including the due diligence of the Chief Risk Management Officer); analyzing the deviation between the actual level of risk and the predetermined acceptable risk of the Bank; evaluating the consistency between the risk-return ratio and the overall strategy of the Bank and the implementation of the Bank's risk management policies by senior management; studying the bad debts, expected losses, trading losses and transaction risks of the Bank and all other major risk issues based on reports from senior management; putting forward suggestions on improving the risk management and internal control of the Bank in a timely manner and taking appropriate risk mitigation measures; where necessary, hearing the Chief Risk Management Officer's reports separately and making suggestions and recommendations on the above-mentioned issues; reporting to the Board, as well as the senior management and the Board of Supervisors, so as to ensure that all risks of the Bank are controlled within the risk appetite of the Bank;</p>
<p>(IX) where necessary, hearing the senior management's report on compliance with relevant laws and regulations, regulatory requirements, policies, rules and regulations of the Bank and the relevant arrangements of anti-money laundering work, as well as self-checking results; making a judgment report on senior management's compliance with the relevant provisions, submitting it to the Board for deliberation, and informing the senior management and the Board of Supervisors at the same time;</p>	<p>(IX) where necessary, hearing the senior management's report on compliance with relevant laws and regulations, regulatory requirements, policies, rules and regulations of the Bank and the relevant arrangements of anti-money laundering work, as well as self-checking results; making a judgment report on senior management's compliance with the relevant provisions, submitting it to the Board for deliberation, and informing the senior management and the Board of Supervisors at the same time;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
<p>(X) authorizing the Related Party Transactions Control Committee to exercise relevant functions and powers over the related party transaction control of the Bank; and</p> <p>(XI) performing other duties conferred by the Board.</p>	<p>(X) authorizing the Related Party Transactions Control Committee to exercise relevant functions and powers over the related party transaction control of the Bank;</p> <p><u>(XI) studying and formulating the Bank’s green finance strategy;</u></p> <p><u>(XII) listening to the senior management’s report on the implementation of the Bank’s green finance strategy, and supervising and evaluating the implementation of the green finance strategy;</u></p> <p><u>(XIII) reporting to the Board on the implementation of the green finance strategy, and making suggestions and recommendations; and</u></p> <p>(XIV) performing other duties conferred by the Board.</p>
<p>Article 202 The Nomination and Remuneration Committee shall perform the following duties:</p> <p>(I) reviewing the procedures and standards for the election and appointment of directors and senior management members, making comments and suggestions and submitting them to the Board for consideration;</p> <p>(II) nominating directors and senior management members in accordance with the provisions of these Articles and the procedures and standards for the appointment of directors and senior management members; preliminarily examining the qualifications and conditions of directors and senior management members and making recommendations to the Board;</p>	<p>Article 202 Article 208 The Nomination and Remuneration Committee shall perform the following duties:</p> <p>(I) reviewing the procedures and standards for the election and appointment of directors and senior management members, making comments and suggestions and submitting them to the Board for consideration;</p> <p>(II) nominating directors and senior management members in accordance with the provisions of these Articles and the procedures and standards for the appointment of directors and senior management members; preliminarily examining the qualifications and conditions of directors and senior management members and making recommendations to the Board;</p>

Prevailing Articles	Amended Articles
(III) reviewing the evaluation criteria for directors and senior management members and submitting them to the Board for consideration;	(III) reviewing the evaluation criteria for directors and senior management members and submitting them to the Board for consideration;
(IV) reviewing the evaluation reports of directors and senior management members and the mutual evaluation reports of independent directors, making comments and suggestions and submitting them to the Board for consideration;	(IV) reviewing the evaluation reports of directors and senior management members and the mutual evaluation reports of independent directors, making comments and suggestions and submitting them to the Board for consideration;
(V) reviewing the remuneration plans of directors, senior management members and other personnel in key posts (Basel Guidelines), making suggestions and recommendations on the establishment of a formal and transparent procedure for developing remuneration policies, and submitting them to the Board for consideration;	(V) reviewing the remuneration plans of directors, senior management members and other personnel in key posts (Basel Guidelines), making suggestions and recommendations on the establishment of a formal and transparent procedure for developing remuneration policies, and submitting them to the Board for consideration;
(VI) reviewing the remuneration management policies (including basic remuneration, performance-based remuneration, subsidies, allowances and other welfare, medium-term and long-term incentives and special rewards) and retirement policies for employees of the Bank;	(VI) reviewing the overall plan of remuneration management policies (including basic remuneration, performance-based remuneration, subsidies, allowances and other welfare, medium-term and long-term incentives and special rewards) and retirement policies for employees of the Bank;
(VII) reviewing the business performance evaluation indicators and performance evaluation policies of the Bank; and	(VII) reviewing the business performance evaluation indicators and performance evaluation policies of the Bank; and
(VIII) performing other duties conferred by the Board and required by laws and regulations.	(VIII) performing other duties conferred by the Board and required by laws and regulations.

Prevailing Articles	Amended Articles
<p>Article 204 The Related Party Transactions Control Committee is subordinate to the Risk Management Committee and shall perform the following duties:</p> <p>(I) assisting the Board in performing its duties in the management of related party transactions of the Bank;</p> <p>(II) prior to the submission to the Board for deliberation of the management measures on related party transactions and connected transactions of the Bank, reviewing the management measures on related party transactions and connected transactions (including the identification of related parties (connected persons), information collection and management of related parties (connected persons), reports and commitments of related parties (connected persons), identification and confirmation, types of related party (connected) transactions and pricing policies, approval procedures and standards, avoidance system, internal audit supervision, information disclosure, supervision of related party (connected) transactions by the Board and operation and management institutions, etc.), and submitting their deliberations to the Board;</p> <p>(III) evaluating and approving the Bank's lists of related parties (connected persons), and making relevant reports to the Board and Board of Supervisors;</p> <p>(IV) examining related party (connected) transactions in accordance with laws and regulations, requirements of the stock exchange where our securities are listed, and fair dealing commercial principles;</p>	<p>Article 204 Article 210 The Related Party Transactions Control Committee is subordinate to the Risk Management and Green Finance Committee and shall perform the following duties:</p> <p>(I) assisting the Board in performing its duties in the management of related party transactions of the Bank;</p> <p>(II) prior to the submission to the Board for deliberation of the management measures on related party transactions and connected transactions of the Bank, reviewing the management measures on related party transactions and connected transactions (including the identification of related parties (connected persons), information collection and management of related parties (connected persons), reports and commitments of related parties (connected persons), identification and confirmation, types of related party (connected) transactions and pricing policies, approval procedures and standards, avoidance system, internal audit supervision, information disclosure, supervision of related party (connected) transactions by the Board and operation and management institutions, etc.), and submitting their deliberations to the Board;</p> <p>(III) evaluating and approving the Bank's lists of related parties (connected persons), and making relevant reports to the Board and Board of Supervisors;</p> <p>(IV)(III) transactions in accordance with laws and regulations, requirements of the stock exchange where our securities are listed, and fair, compliant and necessary dealing commercial principles;</p>

Prevailing Articles	Amended Articles
(V) major related party transactions shall be reviewed by the Related Party Transactions Control Committee and approved by the director and deputy director of the Related Party Transactions Control Committee and submitted to the Board for approval;	(IV) major related party transactions shall be reviewed by the Related Party Transactions Control Committee and approved by the director and deputy director of the Related Party Transactions Control Committee and submitted to the Board for approval;
(VI) examining the disclosure of information on related party (connected) transactions of the Bank, and supervising the authenticity, accuracy and completeness of the disclosure of information on related party (connected) transactions in the Bank's financial reports and public announcements;	(V) examining the disclosure of information on related party (connected) transactions of the Bank, and supervising the authenticity, accuracy and completeness of the disclosure of information on related party (connected) transactions in the Bank's financial reports and public announcements;
(VII) preparing a special report to the Board each year on the implementation of the related party (connected) transaction management system and related party (connected) transactions; and	(VI) preparing a special report to the Board each year on the implementation of the related party (connected) transaction management system and related party (connected) transactions; and
(VIII) performing other duties conferred by the Board or the Risk Management Committee of the Board.	(VII) performing other duties conferred by the Board or the Risk Management and Green Finance Committee of the Board.

Prevailing Articles	Amended Articles
<p>Article 211 The senior management shall consist of the president, vice presidents, secretary to the Board, Chief Financial Officer, Chief Risk Management Officer and such other members as determined by the Board of the Bank. The Bank shall have one president and several vice presidents. The president shall be selected by the Nomination and Remuneration Committee under the Board, nominated by the chairman of the Board, and appointed or dismissed by the Board. The vice presidents and other senior management members shall be nominated by the president and submitted to the Board for appointment or dismissal. A director may serve concurrently as president, vice president or other senior management members.</p> <p>The president shall exercise his/her functions and powers in accordance with relevant laws and regulations and the provisions of these Articles. The vice presidents and other senior management members shall assist the president in his/her work and perform their duties in accordance with relevant authority.</p> <p>The senior management conducts operation and management activities in accordance with these Articles and the authorization of the Board, to ensure that the Bank's operations are consistent with the development strategies, risk appetites and other policies as established and approved by the Board. The senior management is accountable to the Board and subject to the supervision of the Board of Supervisors. The operation and management activities of the senior management within the scope of their functions and powers shall not be interfered.</p>	<p>Article 211Article 217 The senior management shall consist of the president, vice presidents, secretary to the Board, Chief Financial Officer, Chief Risk Management Officer, General Counsel and such other members as determined by the Board of the Bank. The Bank shall have one president and several vice presidents. The president shall be selected by the Nomination and Remuneration Committee under the Board, nominated by the chairman of the Board, and appointed or dismissed by the Board. The vice presidents and other senior management members shall be nominated by the president and submitted to the Board for appointment or dismissal. A director may serve concurrently as president, vice president or other senior management members. <u>The chairman of the Board shall not serve as president concurrently.</u></p> <p>The president shall exercise his/her functions and powers in accordance with relevant laws and regulations and the provisions of these Articles. The vice presidents and other senior management members shall assist the president in his/her work and perform their duties in accordance with relevant authority.</p> <p>The senior management conducts operation and management activities in accordance with these Articles and the authorization of the Board, <u>and shall actively implement the resolutions of the Shareholders' general meeting and the resolutions of the Board,</u> to ensure that the Bank's operations are consistent with the development strategies, risk appetites and other policies as established and approved by the Board. The senior management is accountable to the Board and subject to the supervision of the Board of Supervisors, <u>and shall accurately and fully report the operations and management of the Bank in a timely manner and provide relevant materials as required by the Board and the Board of Supervisors.</u> The operation and management activities of the senior management within the scope of their functions and powers shall not be interfered <u>improperly by shareholders and the Board.</u></p>

Prevailing Articles	Amended Articles
<p>Article 214 The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>(I) to take charge of the operation and management of the Bank, and report work to the Board;</p> <p>(II) to organize the implementation of the resolutions of the Board;</p> <p>(III) to draw up the business development strategies and medium-and long-term development plans of the Bank;</p> <p>(IV) to organize the implementation of the annual business plans and investment plans of the Bank;</p> <p>(V) to draw up annual budget plans, final account plans and risk capital distribution plans of the Bank;</p> <p>(VI) to draw up the profit distribution plans and loss recovery plans of the Bank;</p> <p>(VII) to draw up the capital management plans and capital management policies of the Bank;</p> <p>(VIII) to propose to the Board to appoint or dismiss the vice president, Chief Financial Officer, Chief Risk Management Officer and other senior management members of the Bank;</p> <p>(IX) to authorize other senior management members and the persons in charge of internal functional departments and branches to conduct operation and management activities in accordance with relevant authorizations, management policies and rules;</p>	<p>Article 214 Article 220 The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>(I) to take charge of the operation and management of the Bank, and report work to the Board;</p> <p>(II) to organize the implementation of the resolutions of the Board;</p> <p>(III) to draw up the business development strategies and medium-and long-term development plans of the Bank;</p> <p>(IV) to organize the implementation of the annual business plans and investment plans of the Bank;</p> <p>(V) to draw up annual budget plans, final account plans and risk capital distribution plans of the Bank;</p> <p>(VI) to draw up the profit distribution plans and loss recovery plans of the Bank;</p> <p>(VII) to draw up the capital management plans and capital management policies of the Bank;</p> <p>(VIII) to propose to the Board to appoint or dismiss the vice president, Chief Financial Officer, Chief Risk Management Officer and other senior management members of the Bank;</p> <p>(IX) to authorize other senior management members and the persons in charge of internal functional departments and branches to conduct operation and management activities in accordance with relevant authorizations, management policies and rules;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
(X) to appoint or dismiss the Bank’s staff members other than those to be appointed or dismissed by the Shareholders’ general meetings or the Board, and to decide their remuneration, benefits and rewards and punishments;	(X) to appoint or dismiss the Bank’s staff members other than those to be appointed or dismissed by the Shareholders’ general meetings or the Board, and to decide their remuneration, benefits <u>and</u> rewards and punishments;
(XI) to draw up a plan for the establishment of internal management bodies of the Bank and to, in accordance with the authorization of the Board, decide on matters in relation to the establishment of internal management bodies and branches of the Bank;	(XI) to draw up a plan for the establishment of internal management bodies of the Bank and to, in accordance with the authorization of the Board, decide on matters in relation to the establishment of internal management bodies and branches of the Bank;
(XII) to draft the Bank’s basic management system;	(XII) to draft the Bank’s basic management system;
(XIII) to formulate the Bank’s specific regulations and supervise their effective implementation;	(XIII) to formulate the Bank’s specific regulations and supervise their effective implementation;
(XIV) to propose the convening of interim Board meetings;	(XIV) to propose the convening of interim Board meetings;
(XV) to take emergency measures and immediately report to the relevant regulatory authorities of the State, the Board of Directors and the Board of Supervisors in case of any material emergencies such as a run on the Bank; and	(XV) to take emergency measures and immediately report to the relevant regulatory authorities of the State, the Board of Directors and the Board of Supervisors in case of any material emergencies such as a run on the Bank; and
(XVI) to exercise other functions and powers conferred by the Articles of Association or the Board.	(XVI) to exercise other functions and powers conferred by the Articles of Association or the Board.
	<p><u>The vice presidents and other senior management members shall assist the president in his/her work; if the position of the president is vacant or the president cannot fulfil his/her powers and functions thereof, the Board of Directors shall designate a person to exercise powers and functions on behalf of the president.</u></p>

Prevailing Articles	Amended Articles
<p>Article 220 Senior management members shall abide by laws and regulations and these Articles, fulfill their obligations of good faith and diligence, and shall not seek business opportunities belonging to the Bank for themselves or others, nor accept any interests related to the Bank's transactions. If any member of the senior management causes economic losses to the Bank due to violation of laws and regulations, malpractices and other serious dereliction of duty, he/she shall bear economic and legal liabilities.</p> <p>...</p>	<p>Article 220 Article 226 Senior management members shall abide by laws and regulations and these Articles, fulfill their obligations of good faith and diligence <u>observe professional conduct and high standards of code of ethics, fulfill duty of loyalty and duty of care to the Bank, perform their duties bona fide, with diligence and prudence, and ensure that they have sufficient time and energy to perform their duties and shall not be remiss in performance of duties or act beyond their authority</u>, and shall not seek business opportunities belonging to the Bank for themselves or others, nor accept any interests related to the Bank's transactions. If any member of the senior management causes economic losses to the Bank due to violation of laws and regulations, malpractices and other serious dereliction of duty, he/she shall bear economic and legal liabilities.</p> <p>...</p>
<p>Newly added</p>	<p>Article 229 <u>The controlling shareholders, de facto controllers of the Bank and their related parties shall not intervene in the normal processes of selecting and appointing senior management members and shall not directly appoint or dismiss any senior management members of the Bank without the Board's approval.</u></p>
<p>Article 224 The Directors, president and other senior management of the Bank shall not concurrently serve as Supervisors of the Bank.</p>	<p>Article 224 Article 231 The Directors, president and other and senior management of the Bank shall not concurrently serve as Supervisors of the Bank.</p>

Prevailing Articles	Amended Articles
<p>Article 225 Each session of Supervisors take office for three years. Shareholder supervisors and external supervisors are elected or replaced by the Shareholders' general meeting, and employee supervisors are elected or replaced by the employee representative meeting of the Bank. Supervisors can be re-elected to serve another term.</p>	<p>Article 225 Article 232 Each session of Supervisors take office for three years. Shareholder supervisors and external supervisors are elected or replaced by the Shareholders' general meeting, and employee supervisors are elected or replaced by the employee representative meeting of the Bank. Supervisors can be re-elected to serve another term.</p> <p><u>If no re-election is carried out in time upon the expiration of the term of office of a supervisor, or the supervisor resigns during his/her term of office resulting in the number of the supervisors lower than the quorum, the said supervisor shall continue fulfilling the duties as a supervisor in accordance with the laws and regulations and these Articles until a new supervisor takes office.</u></p>
<p>Newly added</p>	<p><u>Article 233 Supervisors of the Bank shall perform the following duties or obligations:</u></p> <p><u>(I) attend Board meetings, meetings of special committees under the Board and senior management meetings, and make inquiries or suggestions on matters resolved;</u></p> <p><u>(II) attend the meetings of the Board of Supervisors on time, fully examine the matters considered by the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</u></p> <p><u>(III) be liable for the resolutions of the Board of Supervisors;</u></p>

Prevailing Articles	Amended Articles
	<p data-bbox="810 261 1350 602"><u>(IV) actively participate in training organized by the Bank and regulatory authorities, understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and possess the professional knowledge and capabilities required for performing their duties;</u></p> <p data-bbox="810 646 1350 874"><u>(V) fulfill the duty of loyalty and duty of diligence to the Bank, perform duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties;</u></p> <p data-bbox="810 919 1350 1259"><u>(VI) Supervisors shall actively participate in the supervision and inspection activities organized by the Board of Supervisors, have the right to conduct independent investigations and obtain evidence according to laws, and put forward questions and supervision opinions in a practical manner;</u></p> <p data-bbox="810 1304 1350 1415"><u>(VII) observe laws and regulations, regulatory provisions and these Articles.</u></p>

Prevailing Articles	Amended Articles
<p>Article 226 Supervisors shall faithfully perform their supervisory duties in accordance with laws and regulations and the provisions of these Articles. Supervisors shall attend at least two-thirds of the meetings of the Board of Supervisors in person each year. If a supervisor cannot attend in person for any reason, he or she may entrust other supervisors in writing to attend on his/her behalf, but one supervisor shall not accept the entrustment of more than two supervisors at a meeting of the Board of Supervisors. The supervisors attending the meeting on their behalf shall exercise their rights within the scope of authorization. If a supervisor fails to attend a meeting of the Board of Supervisors or entrust other supervisors to attend the meeting, he or she shall be deemed as having waived his/her voting right at that meeting. If a supervisor cannot attend the meeting of the Board of Supervisors in person for two consecutive times, nor entrust other supervisors to attend the meeting of the Board of Supervisors, or fails to attend at least two-thirds of the meetings of Board of Supervisors in person each year, he or she shall be deemed as failure to perform his/her duties and shall be replaced by the Shareholders' general meeting or the employee representative meeting.</p>	<p>Article 226 Article 234 Supervisors shall faithfully perform their supervisory duties in accordance with laws and regulations and the provisions of these Articles. Supervisors shall attend at least <u>more than</u> two-thirds of the <u>on-site</u> meetings of the Board of Supervisors in person each year. If a supervisor cannot attend in person for any reason, he or she may entrust other supervisors in writing to attend on his/her behalf, <u>and the power of attorney shall specify the supervisor's personal opinions and voting intentions on the proposal</u>, but one supervisor shall not accept the entrustment of more than two supervisors at an <u>on-site</u> meeting of the Board of Supervisors. The supervisors attending the meeting on their behalf shall exercise their rights within the scope of authorization. If a supervisor fails to attend an <u>on-site</u> meeting of the Board of Supervisors or entrust other supervisors to attend the meeting, he or she shall be deemed as having waived his/her voting right at that meeting. If a supervisor cannot attend the meeting of the Board of Supervisors in person for two consecutive times, nor entrust other supervisors to attend the meeting of the Board of Supervisors, or fails to attend at least two-thirds of the meetings of Board of Supervisors in person each year, he or she shall be deemed as failure to perform his/her duties and shall be replaced by the Shareholders' general meeting or the employee representative meeting.</p>
<p>Article 227 Supervisors may attend Board meetings, meetings of special committees under the Board and senior management meetings, and shall be entitled to make inquiries or suggestions on matters resolved at such meetings but shall not have voting rights. Supervisors attending a Board meeting shall report on the meeting to the Board of Supervisors.</p>	<p>Article deleted</p>

Prevailing Articles	Amended Articles
<p>Article 229 The supervisors shall conduct supervisory work for the Bank for no less than 15 working days each year, and the shareholder supervisors and external supervisors shall work for the Bank for no less than 15 working days each year. Supervisors shall actively participate in the supervision and inspection activities organized by the Board of Supervisors, have the right to conduct independent investigations and obtain evidence according to laws, and put forward questions and supervision opinions in a practical manner.</p>	<p>Article 229 Article 236 The supervisors shall conduct supervisory work for the Bank for no less than 15 working days each year, and the shareholder supervisors and external supervisors shall work for the Bank for no less than 15 working days each year. Supervisors shall actively participate in the supervision and inspection activities organized by the Board of Supervisors, have the right to conduct independent investigations and obtain evidence according to laws, and put forward questions and supervision opinions in a practical manner.</p>
<p>Article 230 Employee supervisors shall have the right to participate in the formulation of rules and regulations concerning the vital interests of employees, and shall actively participate in the supervision and inspection of their implementation. Employee supervisors shall also accept the supervision of the employee representative meeting and report regularly to the employee representative meeting.</p>	<p>Article 230 Article 237 Employee supervisors shall have the right to participate in the formulation of rules and regulations concerning the vital interests of employees, and shall actively participate in the supervision and inspection of their implementation. Employee supervisors shall also accept the supervision of the employee representative meeting and report regularly to the employee representative meeting.</p> <p><u>Employee supervisors shall listen to the suggestions and recommendations of employees in relation to rules and regulations or major issues concerning the vital interests of employees, reflect them truly, accurately and comprehensively at the meetings of the Board of Supervisors, and effectively protect the legitimate rights and interests of employees.</u></p> <p><u>Employee supervisors shall actively take their advantages of being familiar with operation and management and promote the Board of Supervisors to better carry out its work for long-term benefit of the Bank.</u></p> <p><u>Employee supervisors shall regularly report their duties and work to the employee representative meeting, and proactively accept the supervision of the majority of employees. In relation to matters resolved at the employee representative meetings, employee supervisors shall express their opinions in accordance with the relevant resolutions made at the employee representative meeting, and exercise the voting right at the meetings of the Board of Supervisors.</u></p>

Prevailing Articles	Amended Articles
<p>Article 232 A supervisor may submit his/her resignation before his/her term expires.</p> <p>A supervisor shall submit a written resignation report to the Board of Supervisors for resignation. The Shareholders’ general meeting authorized the Board of Supervisors to make a decision on whether to agree with the resignation of the supervisor and report to the Shareholders’ general meeting. The provisions on the resignation of directors in Chapter VI of these Articles shall apply to supervisors.</p>	<p>Article 232 Article 239 A supervisor may submit his/her resignation before his/her term expires.</p> <p>A supervisor shall submit a written resignation report to the Board of Supervisors for resignation.—The Shareholders’ general meeting authorized the Board of Supervisors to make a decision on whether to agree with the resignation of the supervisor and report to the Shareholders’ general meeting. <u>The resignation of the supervisor shall take effect when the resignation report is delivered to the Board of Supervisors.</u> The provisions on the resignation of directors in Chapter VI of these Articles shall apply to supervisors.</p>
<p>Article 233 The Bank’s external supervisors refer to those supervisors who do not hold any positions other than supervisors of the Bank and have no relationship with the Bank and its substantial shareholders that may affect their independent judgment. The Bank has at least two external supervisors.</p> <p>...</p>	<p>Article 233 Article 240 The Bank’s external supervisors refer to those supervisors who do not hold any positions other than supervisors of the Bank and have no relationship with the Bank and its substantial shareholders that may affect their independent judgment. The Bank has at least two external supervisors. <u>those supervisors who do not hold any positions other than supervisors of the Bank and have no relationship with the Bank, its shareholders and de facto controllers that may affect their independent judgement.</u></p> <p>...</p>
<p>Article 239 The corporate governance information disclosed by the Bank shall include the number of times the external supervisors have personally attended meetings of the Board of Supervisors, the organization or participation in the audit work of the Board of Supervisors, and the performance of supervisory duties. The working hours of the external supervisors for the Bank and their minimum number of attendance of meetings of the Board of Supervisors in person shall be performed with reference to that of independent directors.</p>	<p>Article 239 Article 246 The corporate governance information disclosed by the Bank shall include the number of times the external supervisors have personally attended meetings of the Board of Supervisors, the organization or participation in the audit work of the Board of Supervisors, and the performance of supervisory duties. The working hours of the external supervisors for the Bank and their minimum number of attendance of meetings of the Board of Supervisors in person shall be performed with reference to that of independent directors.</p>

Prevailing Articles	Amended Articles
<p>Article 240 The Bank has a Board of Supervisors. The Board of Supervisors is composed of seven Supervisors, including one shareholders’ representative Supervisor, who is nominated by the Nomination Committee of the Board of Supervisors of the Bank, and Shareholders who individually or collectively hold more than three percent of the Bank’s voting shares, and is elected by the Shareholders’ general meeting; three external Supervisors, who are nominated by the Nomination Committee of the Board of Supervisors of the Bank, and Shareholders who individually or collectively hold more than one percent of the Bank’s voting shares, and are elected by the Shareholders’ general meeting; three employees’ representative Supervisors, who are nominated by the Nomination Committee of the Board of Supervisors of the Bank and the Labor Union, and are elected by the employee representative meeting.</p> <p>...</p> <p>If the chairman of the Board of Supervisors is unable to perform his/her duties or fails to perform his/her duties, the vice chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; if the vice chairman of the Board of Supervisors is unable to perform his/her duties or fails to perform his/her duties, more than half of the Supervisors shall jointly recommend a Supervisor to convene and preside over the meeting of the Board of Supervisors.</p>	<p>Article 240 Article 247 The Bank has a Board of Supervisors. The Board of Supervisors is composed of seven Supervisors, including one shareholders’ representative Supervisor, who is nominated by the Nomination Committee of the Board of Supervisors of the Bank, and Shareholders who individually or collectively hold more than three percent of the Bank’s voting shares, and is elected by the Shareholders’ general meeting; three external Supervisors, who are nominated by the Nomination Committee of the Board of Supervisors of the Bank, and Shareholders who individually or collectively hold more than one percent of the Bank’s voting shares, and are elected by the Shareholders’ general meeting; three employees’ representative Supervisors, who are nominated by the Nomination Committee of the Board of Supervisors of the Bank and the Labor Union, and are elected by the employee representative meeting.</p> <p>...</p> <p>If the chairman of the Board of Supervisors is unable to perform his/her duties or fails to perform his/her duties, the vice chairman of the Board of Supervisors <u>or other Supervisor designated by the chairman of the Board of Supervisors</u> shall convene and preside over the meeting of the Board of Supervisors; if the vice chairman of the Board of Supervisors is unable to perform his/her duties or fails to perform his/her duties, <u>if the chairman of the Board of Supervisors is unable to, and did not designate the vice chairman of the Board of Supervisors or other Supervisor to, convene and preside over the Meeting,</u> more than half of the Supervisors shall jointly recommend a Supervisor to convene and preside over the meeting of the Board of Supervisors.</p>

Prevailing Articles	Amended Articles
<p>Article 241 The Board of Supervisors is the Bank's internal supervisory organization and is responsible for the Shareholders' general meeting. With the goal of protecting the legitimate rights and interests of the Bank, Shareholders, employees, creditors and other stakeholders, it shall exercise the following powers and functions:</p> <p>(I) to supervise the Board to establish a sound business philosophy, value standards and formulate the development strategies in line with the Bank's actual situation;</p> <p>(II) to regularly evaluate the scientificity, rationality and effectiveness of the development strategy formulated by the Board, and form an evaluation report;</p> <p>(III) to supervise and inspect the Bank's financial activities, operating decisions, risk management and internal control, and supervise the rectification;</p> <p>(IV) to supervise the election and appointment process of Directors;</p> <p>(V) to supervise the violation of laws and regulations or these Articles by the Directors and senior management members when performing their duties, and comprehensively evaluate the performance of the Directors, Supervisors and senior management members. When the behaviors of the Directors and senior management members harm the interests of the Bank, the Directors and senior management members are required to make corrections; the Directors and senior management members who have violated laws and regulations, these Articles or resolutions of Shareholders' general meetings are proposed to be removed;</p>	<p>Article 241 Article 248 The Board of Supervisors is the Bank's internal supervisory organization and is responsible for the Shareholders' general meeting. With the goal of protecting the legitimate rights and interests of the Bank, Shareholders, employees, creditors and other stakeholders, it shall exercise the following powers and functions:</p> <p>(I) to supervise the Board to establish a sound business philosophy, value standards and formulate the development strategies in line with the Bank's actual situation;</p> <p>(II) to regularly evaluate the scientificity, rationality and effectiveness stability of the development strategy formulated by the Board of the Bank, and form an evaluation report;</p> <p>(III) to supervise and inspect the Bank's financial activities, operating decisions, risk management and internal control, and supervise the rectification;</p> <p>(IV) to supervise the election and appointment process of Directors;</p> <p>(V) to supervise the violation of laws and regulations or these Articles by the Directors and senior management members when performing their duties, and comprehensively evaluate the performance of the Board of Directors, the Board of Supervisors and senior management and their respective members. When the behaviors of the Directors and senior management members harm the interests of the Bank, the Directors and senior management members are required to make corrections; the Directors and senior management members who have violated laws and regulations, these Articles or resolutions of Shareholders' general meetings are proposed to be removed;</p>

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Prevailing Articles	Amended Articles
<p>(VI) to supervise scientificity and reasonability of remuneration management system and policies of the Bank and remuneration plan of senior management personnel;</p> <p>(VII) to regularly communicate with the banking regulatory authority about the Bank's condition;</p> <p>(VIII) to review the regular reports prepared by the Bank and produce written opinions thereon;</p> <p>(IX) to verify financial information such as financial reports, business reports, and profit distribution plans, etc. that the Board of Directors intends to submit to the Shareholders' general meeting and, if any doubt is found, it may, in the name of the Bank, entrust a certified accountant or practicing auditor to assist in reviewing such information;</p> <p>(X) to propose the convening of extraordinary general meetings and, in case the Board does not perform the obligations to convene and preside over the Shareholders' general meetings in accordance with these Articles, to convene and preside over the Shareholders' general meetings;</p> <p>(XI) to submit proposals to the Shareholders' general meeting (including the supervisors' remuneration plan);</p> <p>(XII) to communicate with Directors on behalf of the Bank in accordance with laws and regulations and these Articles, and to bring lawsuits against Directors and senior management members; and</p> <p>(XIII) other functions and powers conferred by laws and regulations, these Articles and the Shareholders' general meeting.</p>	<p>(VI) to supervise scientificity—and reasonability—<u>implementation</u> of remuneration management system and policies of the Bank and <u>scientificity and reasonability of</u> remuneration plan of senior management personnel <u>senior management members</u>;</p> <p>(VII) to regularly communicate with the banking regulatory authority about the Bank's condition;</p> <p>(VIII) to review the regular reports prepared by the Bank and produce written opinions thereon;</p> <p>(IX) to verify financial information such as financial reports, business reports, and profit distribution plans, etc. that the Board of Directors intends to submit to the Shareholders' general meeting and, if any doubt is found, it may, in the name of the Bank, entrust a certified accountant or practicing auditor to assist in reviewing such information;</p> <p>(X) to propose the convening of extraordinary general meetings and, in case the Board does not perform the obligations to convene and preside over the Shareholders' general meetings in accordance with these Articles, to convene and preside over the Shareholders' general meetings;</p> <p>(XI) to submit proposals to the Shareholders' general meeting (including the supervisors' remuneration plan);</p> <p>(XII) to communicate with Directors on behalf of the Bank in accordance with laws and regulations and these Articles, and to bring lawsuits against Directors and senior management members; and</p> <p>(XIII) other functions and powers conferred by laws and regulations, these Articles and the Shareholders' general meeting.</p>

Prevailing Articles	Amended Articles
<p>Article 244 The Board of Supervisors shall establish a Nomination Committee and a Supervision Committee.</p> <p>The Nomination Committee is responsible for formulating the procedures and standards for selecting and appointing supervisors, conducting a preliminary review of the qualifications and conditions of supervisors and making recommendations to the Board of Supervisors; it supervises the selection process for directors and conducts comprehensive evaluation of the performance of duties of directors, supervisors and senior management members; it conducts off-office audits on directors and senior management members; it monitors the scientificity and rationality of the Bank's remuneration management system and policies and the remuneration plan of senior management. In principle, the chairman of the Nomination Committee shall be served by an external supervisor.</p> <p>The Supervision Committee is responsible for formulating a supervision plan for the Bank's financial activities and carrying out relevant inspections, supervising the Board to establish a sound business philosophy, value standards and formulating development strategies that are in line with the Bank's actual situation. It supervises and inspects the Bank's operating decisions, risk management and internal control. In principle, the chairman of the Supervision Committee shall be served by an external supervisor.</p>	<p>Article 244 Article 251 The Board of Supervisors shall establish a Nomination Committee and a Supervision Committee.</p> <p>The Nomination Committee is responsible for formulating the procedures and standards for selecting and appointing supervisors, conducting a preliminary review of the qualifications and conditions of supervisors and making recommendations to the Board of Supervisors; it supervises the selection process for directors and conducts comprehensive evaluation of the performance of duties of <u>the Board of directors, the Board of supervisors and senior management and their</u> members; it conducts off-office audits on <u>the chairman of the Board</u> and senior management members; it monitors the scientificity and rationality <u>implementation</u> of the Bank's remuneration management system and policies <u>and the scientificity and rationality of</u> the remuneration plan of senior management <u>senior management members</u>. In principle, the chairman of the Nomination Committee shall be served by an external supervisor.</p> <p>The Supervision Committee is responsible for formulating a supervision plan for the Bank's financial activities and carrying out relevant inspections, supervising the Board to establish a sound business philosophy, value standards and formulating development strategies that are in line with the Bank's actual situation. It <u>evaluates the scientificity, rationality and stability of the development strategy of the Bank,</u> supervises and inspects the Bank's operating decisions, risk management and internal control, <u>and supervises the rectification</u>. In principle, the chairman of the Supervision Committee shall be served by an external supervisor.</p>

Prevailing Articles	Amended Articles
Newly added	<u>Article 256 The Board of Supervisors of the Bank is responsible for supervising the performance of due diligence of the Board and senior management in the reputation risk management, and will include the relevant situation in the work reports of the Board of Supervisors.</u>
Article 249 The Board of Supervisors shall convene at least one regular meeting every quarter, which shall be convened and chaired by the chairman of the Board of Supervisors.	Article 249 <u>Article 257</u> The Board of Supervisors shall convene at least one regular meeting every quarter, <u>The regular meetings of the Board of Supervisors shall be convened at least once every six months and at least four times a year,</u> which shall be convened and chaired by the chairman of the Board of Supervisors.
Article 255 Meetings of the Board of Supervisors may be convened on-site or off-site. Where the meeting of the Board of Supervisors adopts on-site manner, telephone, video or other instant messaging methods may be used to facilitate the participation of the supervisors in the meetings of the Board of Supervisors. If the supervisors participate in the meeting of the Board of Supervisors through the above methods, they shall be deemed to have attended the meeting.	Article 255 <u>Article 263</u> <u>The resolutions</u> Meetings of the Board of Supervisors may be <u>voted</u> convened <u>through</u> on-site <u>meeting</u> or off-site by <u>circulation of written resolutions.</u> Where the meeting of the Board of Supervisors adopts on-site manner, telephone, video or other instant messaging methods may be used to facilitate the participation of the supervisors in the meetings of the Board of Supervisors. If the supervisors participate in the meeting of the Board of Supervisors through the above methods, they shall be deemed to have attended the meeting.
Article 256 Where a meeting of the Board of Supervisors is held in an off-site manner, if the Board of Supervisors has sent a proposal to all supervisors and the number of signatory supervisors has reached the quorum required to make a decision, the content of the proposal shall have become a resolution of the Board of Supervisors since the written documents signed and agreed by the supervisors are delivered to the office of the Board of Supervisors.	Article 256 <u>Article 264</u> Where a meeting of the Board of Supervisors is held in an <u>off-site manner</u> <u>by circulation of written resolutions,</u> if the Board of Supervisors has sent a proposal to all supervisors and the number of signatory supervisors has reached the quorum required to make a decision, the content of the proposal shall have become a resolution of the Board of Supervisors since the written documents signed and agreed by the supervisors are delivered to the office of the Board of Supervisors.

Prevailing Articles	Amended Articles
<p>Article 259 There shall be records for the meeting of the Board of Supervisors, and the supervisors and recorders attending the meeting shall sign the minutes of the meeting. Supervisors have the right to require some declarative records of their speeches at the meetings on the records. The minutes of the meeting of the Board of Supervisors shall be kept as archives of the Bank for no less than ten years.</p>	<p>Article 259 Article 267 There shall be records for the meeting of the Board of Supervisors, and the supervisors and recorders attending the meeting shall sign the minutes of the meeting. Supervisors have the right to require some declarative records of their speeches at the meetings on the records. The minutes of the meeting of the Board of Supervisors shall be kept as archives of the Bank for no less than ten years perpetually.</p>
<p>Article 274 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors and senior management members of the Bank or its parent company, nor shall the Bank provide the same to their connected persons.</p> <p>The requirements contained in preceding paragraph shall not apply in the following circumstances:</p> <p>(I) loans or loan guarantees provided by the Bank to its subsidiary companies;</p> <p>(II) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors and senior management members of the Bank pursuant to their employment contracts which were adopted by the general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities for the Bank; and</p> <p>(III) loans and loan guarantees provided by the Bank to the relevant directors, supervisors and senior management members of the Bank and their connected persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p> <p>If the Bank provides a loan in breach of the provision above, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</p>	<p>Article 274 Article 282 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors and senior management members senior management members of the Bank or its parent company, nor shall the Bank provide the same to their connected persons.</p> <p>The requirements contained in preceding paragraph shall not apply in the following circumstances:</p> <p>(I) loans or loan guarantees provided by the Bank to its subsidiary companies;</p> <p>(II) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors and senior management members of the Bank pursuant to their employment contracts which were adopted by the general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities for the Bank; and</p> <p>(III) <u>if the normal scope of business of the Bank includes the provision of loans and loan guarantees,</u> loans and loan guarantees provided by the Bank to the relevant directors, supervisors and senior management members of the Bank and their connected persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p> <p>If the Bank provides a loan in breach of the provision above, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</p>

Prevailing Articles	Amended Articles
<p>Article 283 The Board shall make the Bank's legally audited annual financial reports available at the Board office of the Bank 20 days or earlier before the convening of the annual general meeting for inspection by shareholders. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p>...</p> <p>Except as otherwise provided in these Articles, the Bank shall send the aforesaid reports to each registered holder of H Shares by pre- paid post at least twenty-one days prior to the convening of the annual general meeting. The address of the recipients shall be the address registered in the share register. For holders of overseas listed foreign shares who meet the requirements of laws and regulations, the notice may be published on the website of the Bank, website of the Hong Kong Stock Exchange and other websites specified by the Hong Kong Listing Rules from time to time.</p>	<p>Article 283 Article 291 The Board shall make the Bank's legally audited annual financial reports available at the Board office of the Bank 20 days or earlier before the convening of the annual general meeting annual general meeting for inspection by shareholders. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p>...</p> <p>Except as otherwise provided in these Articles, the Bank shall send the aforesaid reports to each registered holder of H Shares by pre- paid post at least twenty-one days prior to the convening of the annual general meeting. The address of the recipients shall be the address registered in the share register. For holders of overseas listed foreign shares who meet the requirements of laws and regulations, the notice may be published on the website of the Bank, website of the Hong Kong Stock Exchange and other websites specified by the Hong Kong Listing Rules from time to time.</p>
<p>Newly added</p>	<p>Article 298 <u>In formulating a prudent profit distribution plan, the Bank shall meet the requirements of the Bank's capital adequacy ratio at present and in a reasonable period thereafter, and, at the same time, shall give due consideration to the sustainable development needs and take into account the long-term interests of the Bank and the overall interests of all shareholders.</u></p>

Prevailing Articles	Amended Articles
<p>Newly added</p>	<p>Article 299 <u>The Bank's major shareholders should support the Bank to adjust its profit distribution policy according to its own operating conditions, risk exposure, capital planning and market environment, and balance the relationship between cash dividends and capital replenishment. The Bank's major shareholders shall support the Bank in reducing or not making cash dividends if any of the following circumstances exist:</u></p> <p><u>(I) where its capital adequacy ratios do not meet regulatory requirements;</u></p> <p><u>(II) where its corporate governance assessment result is lower than class C or regulatory rating is lower than grade 3;</u></p> <p><u>(III) where the allowance for loan losses is below regulatory requirements or the non-performing loan ratio is significantly higher than the industry average level;</u></p> <p><u>(IV) where there is major risk incident or a serious violation of laws or regulations by the Bank;</u></p> <p><u>(V) other circumstances where the CBIRC and its local offices consider that dividends should not be paid.</u></p>
<p>Article 295 Monies paid for any shares before dunning by the Bank shall have interests, but the holders of shares are not entitled to dividends declared subsequently for the prepaid monies.</p>	<p>Article deleted</p>
<p>Article 306 The remuneration of the accounting firm or the manner in which such firm is to be remunerated shall be determined by the Shareholders' general meeting. The remuneration of the accounting firm appointed by the Board to fill the vacancy shall be determined by the Board and submitted to the Shareholders' general meeting for approval.</p>	<p>Article 306 Article 315 The remuneration of the accounting firm or the manner in which such firm is to be remunerated shall be determined by the Shareholders' general meeting. The remuneration of the accounting firm appointed by the Board to fill the vacancy shall be determined by the Board and submitted to the Shareholders' general meeting for approval.</p>

Prevailing Articles	Amended Articles
<p>Article 314 These Articles do not prohibit any issuance of notice to shareholders registered outside Hong Kong.</p>	<p>Article deleted</p>
<p>Newly added</p>	<p>Article 356 <u>The term “major shareholder” in these Articles refers to a shareholder who meets one of the following conditions:</u></p> <p>(I) <u>holding more than 15% of the Bank’s equity;</u></p> <p>(II) <u>actually holding the most equity in the Bank and the shareholding is not lower than 5% (including shareholders holding the same number of shares);</u></p> <p>(III) <u>nominating more than two directors;</u></p> <p>(IV) <u>having a controlling influence on the operation and management of the Bank in the view of the Board of the Bank;</u></p> <p>(V) <u>other circumstances recognized by the China Banking and Insurance Regulatory Commission or its local offices.</u></p> <p><u>The shareholdings of shareholders, their related parties and parties acting in concert are calculated in aggregate. If the total shareholding meets the above requirements, the relevant shareholders are considered as major shareholders for management.</u></p>

Prevailing Articles	Amended Articles
Newly added	<p><u>Article 357</u> The “on-site meeting” referred to in these Articles refers to the meeting to be held by means of on-site, video, telephone, etc. that can ensure immediate communication and discussion among the participants.</p> <p><u>The term “written resolutions” referred to in these Articles means a meeting convened by serving the resolutions for separate review or by circulating the resolutions for review.</u></p>
<p>Article 350 After adoption by the Shareholders’ general meeting and approval by the banking regulatory authorities, these Articles shall become effective from the date of listing of the H Shares publicly offered by the Bank on the Hong Kong Stock Exchange. The original Articles of Association of the Bank shall automatically become invalid from the date when these Articles take into effect.</p>	<p>Article 350 Article 360 After adoption by the Shareholders’ general meeting and approval by the banking regulatory authorities, these Articles shall become effective from the date of listing of the H Shares publicly offered by the Bank on the Hong Kong Stock Exchange. The original Articles of Association of the Bank shall automatically become invalid from the date when these Articles take into effect.</p>
Expression Adjustment	<ol style="list-style-type: none"> 1. It is proposed to amend all “annual general meeting” in the Articles to “annual general meeting”. 2. It is proposed to amend all “senior management” in the Articles to “senior management members”.
<p>When articles are added to or deleted from the Articles of Association, the numbering of other articles and the serial numbers of the articles referenced in the articles shall be increased or decreased accordingly.</p>	

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

REPORT ON RESIGNATION OF MR. WANG ZHIYONG AS A NON-EXECUTIVE DIRECTOR OF CHINA BOHAI BANK CO., LTD.

The Board has received the resignation from Mr. WANG Zhiyong. Mr. WANG resigned as a non-executive director of the Bank and a member of the Nomination and Remuneration Committee of the Board due to the adjustment of work position, which upon consideration and approval by the Board, became effective from April 21, 2022.

REPORT ON RESIGNATION OF MR. CUI XUESONG AS A NON-EXECUTIVE DIRECTOR OF CHINA BOHAI BANK CO., LTD.

The Board has received the resignation from Mr. CUI Xuesong. Mr. CUI resigned as a non-executive director of the Bank, a member of the Development Strategy and Inclusive Finance Committee of the Board and a member of the Audit and Consumer Rights Protection Committee of the Board due to the adjustment of work position, which upon consideration and approval by the Board, became effective from March 29, 2022.

REPORT ON RESIGNATION OF MR. ZHANG XIFANG AS A NON-EXECUTIVE DIRECTOR OF CHINA BOHAI BANK CO., LTD.

The Board has received the resignation from Mr. ZHANG Xifang. Mr. ZHANG resigned as a non-executive director of the Bank, a member of the Risk Management and Green Finance Committee of the Board and a member of the Related Party Transactions Control Committee of the Board due to the adjustment of work position, which upon consideration and approval by the Board, became effective from April 21, 2022.

REPORT ON RESIGNATION OF MR. LI YI AS AN EXECUTIVE DIRECTOR OF CHINA BOHAI BANK CO., LTD.

The Board has received the resignation from Mr. LI Yi. Mr. LI resigned as an executive director of the Bank, a member of the Risk Management and Green Finance Committee of the Board and a member of the Related Party Transactions Control Committee of the Board due to the adjustment of work position, which upon consideration and approval by the Board, became effective from March 29, 2022.

REPORT ON RESIGNATION OF MR. WANG REN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF CHINA BOHAI BANK CO., LTD.

The Board has received the resignation from Mr. WANG Ren. Mr. WANG Ren resigned as an independent non-executive Director of the Bank, a member of the Nomination and Remuneration Committee of the Board and a member of the Audit and Consumer Rights Protection Committee of the Board due to personal work re-arrangement. His resignation will become effective upon the election of the successor independent non-executive Director by the Shareholders' general meeting of the Bank and on the date such successor independent non-executive Director obtains the approval of appointment qualification by the CBIRC, during which Mr. WANG continues to perform his duties as an independent non-executive Director of the Bank, a member of the Nomination and Remuneration Committee of the Board and a member of the Audit and Consumer Rights Protection Committee of the Board.

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

2021 REPORT ON RELATED PARTY TRANSACTIONS AND MANAGEMENT OF RELATED PARTY TRANSACTIONS OF CHINA BOHAI BANK CO., LTD. ISSUED BY THE BOARD OF DIRECTORS

Pursuant to the requirements of the Information Reporting Policy of CHINA BOHAI BANK CO., LTD. and the Measures for Related Party (Connected) Transactions Management of CHINA BOHAI BANK CO., LTD., the Bank's 2021 report on related party transactions and management of related party transactions was issued as follows:

I. Related Parties

During the reporting period, the Bank has implemented the model of classification and identification of related parties and unified management in accordance with the regulatory requirements of the CBIRC, the Stock Exchange and the Ministry of Finance, and dynamically updated and maintained the list of related parties by collecting information from substantial shareholders, reporting information by insiders and proactive identification of related relationships in the course of daily business operation.

The Bank's 2021 list of related parties was considered and approved at the 14th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors of the Bank, and has been reported to the Board of Directors. The Bank has a full-caliber 1,676 related legal persons, representing an increase of 437 as compared with 2020. The Bank has 6,235 all-caliber related natural persons, representing an increase of 66 as compared with 2020. Related legal persons include the Bank's substantial Shareholders and their controlling shareholders, actual controllers, related persons, persons acting in concert and ultimate beneficiaries in a total of 1,530, and there were 145 other related legal persons formed due to the relationship of natural persons, and 1 associate.

Regulatory caliber	Number of related legal persons	Number of related natural persons
CBIRC	1,675	6,223
Stock Exchange	770	417
Ministry of Finance	1,595	490
All caliber	1,676	6,235

II. Related Party Transactions

(I) Related party transactions of credit extension business of the Bank in 2021

In 2021, the Bank approved a total of 14 related party transactions of credit extension business. In accordance with the Bank's policy, 8 material related party transactions were approved by the Board of Directors of the Bank, and reported to and filed with the CBIRC and the Board of Supervisors; 6 general related party transactions were approved by the Related Party Transactions Committee and filed with the Related Party Transactions Control Committee of the Board of the Bank.

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

As of the end of 2021, the Bank's total net credit exposure to related party transactions amounted to RMB23,627.3803 million (net of amount of margin deposits provided by related parties, as well as bank certificates of deposit and treasury bonds pledged by related parties), of which, the total net credit exposure to material related party transactions amounted to RMB21,727.9503 million; and the total net credit exposure to general related party transactions amounted to RMB1,899.43 million (please refer to Schedule 1 for details). At the end of the reporting period, the relevance of a single customer, the relevance of a group customer and the total relevance of the Bank were 5.65%, 10.51% and 19.76% respectively, which were in compliance with the regulatory requirements of not more than 10%, 15% and 50%.

During the reporting period, the Bank formulated and implemented a plan to reduce related party transactions in strict compliance with regulatory requirements, strictly controlling the increment and reducing the credit balance, and gradually controlling the scale and indicators of related party transactions. The net credit exposure to all related parties granted by the Bank was RMB17,570 million, RMB16,382 million and RMB14,871 million at the end of 2018, 2019 and 2020, respectively, with the total relevance of 23.06%, 16.15% and 13.09%, respectively, and the scale and indicators of related party transactions of credit business decreased year on year.

In 2021, the Bank continued to implement its reduction plan and as of the end of the first quarter of 2021, the net credit exposure to all related parties had fallen to RMB14,499 million, with the total relevance of 11.44%. In the second quarter of 2021, as a result of the merger of Tianjin Tsinlien Investment Holding Co., Ltd. into TEDA Investment Holding Co., Ltd., the net credit exposure to the TEDA Group was passively increased by RMB7,568 million to RMB12,655 million at the end of the second quarter of 2021, with the total relevance increasing to 18.99%. Since then, the Bank has further adjusted its reduction plan and implemented measures to strictly control the increment and reduce the credit balance. In the third and fourth quarters of 2021, the Bank's net credit exposure to all related parties decreased consecutively, but the net capital reduction led to a slight increase in the total relevance to 19.23% and 19.76% respectively. With the unforeseen factor of Tsinlien Group put aside, the Bank's total relevance was 13.47% at the end of the reporting period.

(II) Related party transactions on asset transfer

In 2021, the Bank approved four related party transactions on asset transfer, including housing and car parking leases.

(III) Related party transactions on service provision

In 2021, the Bank approved four related party transactions on service provision, including property service, agency payment for electricity, financial advisory business and underwriting business.

(IV) Other related party transactions

In 2021, the Bank approved five other related party transactions, including agency sales business and entrusted investment business.

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

III. Performance of duties by the Board of Directors and its Related Party Transactions Control Committee

(I) The Board of Directors and its Related Party Transactions Control Committee worked diligently and conscientiously and strictly controlled the approval of related party transactions

The Bank has established the Related Party Transactions Control Committee of the Board of Directors, which is subordinate to the Risk Management and Green Finance Committee of the Board of Directors, held accountable to the Board of Directors and assists the Board of Directors in performing the duties in the management of related party transactions of the Bank. In accordance with the requirements under the Measures for Related Party Transactions Management of the Bank, material related party transactions are subject to review by the Related Party Transactions Control Committee of the Board of Directors, and subject to review and approval by the Board of Directors upon review by the committee.

(II) Convening of meetings and performance of duties

1. During the reporting period, the Board of the Bank reviewed and approved 8 material related party transactions, the details of which are as follows:

No.	Name of Related Party	Transactions	Name of Meeting	Approval Date
1	UBS SDIC Fund Management Co., Ltd.	An interbank credit limit of RMB2 billion was granted, with a validity term of one year	The 15th meeting of the fifth session of the Board of Directors	January 8, 2021
2	TEDA Investment Holding Co., Ltd.	A line of RMB1.5 billion and RMB360 million for short-term working capital loans was granted, with a validity term of one year	The 15th meeting of the fifth session of the Board of Directors	January 8, 2021
3	Group customer of China COSCO Shipping Corporation Limited	An overall control limit of active credit granting to group customers was US\$865 million (or equivalent RMB) and RMB1.7 billion, and the general credit limit was US\$800 million (or equivalent RMB) and RMB1.6 billion, with a validity term of one year	The 15th meeting of the fifth session of the Board of Directors	January 8, 2021

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

No.	Name of Related Party	Transactions	Name of Meeting	Approval Date
4	Group customer of Tohigh Holdings Co., Ltd. (natural person LU Zhiqiang)	An overall control limit of active credit granting to group customers was RMB8,556 million, and the general credit limit was RMB8,556 million, with a validity term of one year	The 18th meeting of the fifth session of the Board of Directors	March 29, 2021
5	Group customer of TEDA Investment Holding Co., Ltd.	An overall control limit of active credit granting to group customers was RMB7,512 million (the general credit limit was RMB5,824 million), with a validity term of one year	The 19th meeting of the fifth session of the Board of Directors	April 23, 2021
6	Group customer of TEDA Investment Holding Co., Ltd.	A credit limit of RMB15,529 million was granted the group customer and the general credit limit was RMB14,131 million, with the maturity date on June 7, 2022	The 21st meeting of the fifth session of the Board of Directors	June 11, 2021
7	Group customer of Standard Chartered PLC	A credit limit of US\$2.1 billion was granted to the Group, with the maturity date on November 17, 2022. The credit balance of the credit limit of the Group shall not exceed US\$1.15 billion at any time before the re-examination of the credit limit.	The 28th meeting of the fifth session of the Board of Directors	December 17, 2021
8	Group customer of State Development & Investment Corp., Ltd.	A credit limit of RMB7 billion was granted to the group customer, with the maturity date on November 26, 2022	The 28th meeting of the fifth session of the Board of Directors	December 17, 2021

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

2. During the reporting period, the Related Party Transactions Control Committee under the Board of Directors of the Bank held 6 meetings and considered/listened to 14 proposals. The details are as follows:

No.	Issues for Consideration	Name of Meeting	Meeting Time	Results of Consideration
1	Related party transactions of credit business of UBS SDIC Fund Management Co., Ltd.	The 9th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors	January 5, 2021	Considered and approved
2	Related party transactions of credit business of TEDA Investment Holding Co., Ltd.	The 9th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors		
3	Related party transactions of credit business of group customers of China COSCO Shipping Corporation Limited	The 9th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors		
4	2020 report on related party transactions and related party transaction management of CHINA BOHAI BANK CO., LTD.	The 10th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors	March 25, 2021	Considered and approved
5	2020 annual report of CHINA BOHAI BANK CO., LTD.	The 10th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors		
6	Related party transactions of credit business of group customers of Tohigh Holdings Co., Ltd. (natural person LU Zhiqiang)	The 10th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors		
7	Related party transactions of credit business of group customers of TEDA Investment Holding Co., Ltd.	The 11th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors	April 23, 2021	Considered and approved

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

No.	Issues for Consideration	Name of Meeting	Meeting Time	Results of Consideration
8	Related party transactions of credit business of group customers of TEDA Investment Holding Co., Ltd.	The 12th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors	June 10, 2021	Considered and approved
9	Listening to the credit granting report of Oceanwide Group	The 12th meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors		
10	Interim Report 2021 of CHINA BOHAI BANK CO., LTD.	The thirteenth meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors	August 30, 2021	Considered and approved
11	Recognition of related parties of group customers of TEDA Investment Holding Co., Ltd. and statistical confirmation of related party transactions of credit business	The fourteenth meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors	December 16, 2021	Considered and approved
12	Related party transactions of credit business of group customers of Standard Chartered PLC	The fourteenth meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors		
13	Related party transactions of credit business of group customers of State Development & Investment Corp., Ltd.	The fourteenth meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors		
14	List of related parties of CHINA BOHAI BANK CO., LTD. for 2021	The fourteenth meeting of the Related Party Transactions Control Committee of the fifth session of the Board of Directors		

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

3. The aforesaid proposals involving material related party transactions were subject to review and approval by the Board of Directors of the Bank, and all other proposals were reported to the Board of Directors. The procedures for convening the aforesaid meetings were in compliance with the Bank's Articles of Association and other relevant internal regulations. The related Directors abstained from voting, and the voting results were legal and valid. The Directors strictly abided by the ordinary commercial terms and the principle of conforming to the overall interests of Shareholders, worked diligently and conscientiously, deeply understood and grasped the situation of related party transactions, took the initiative to express independent opinions, and effectively prevented the risks of related party transactions. Upon review and approval of the proposals, the Bank promptly reported them to the CBIRC and the Board of Supervisors.

(III) Addressing requirements of and issues raised at the meetings

The Bank attached great importance to addressing the requirements of and issues raised at the meetings of the Board of Directors and the Related Party Transactions Control Committee of the Board of Directors, and has taken corresponding implementation measures.

IV. Management of related party transactions

During the reporting period, the Bank strengthened the management of related party transactions in the following six aspects.

(I) Improving the management mechanism of related party transactions

The management mechanism of related party transactions was re-examined and improved: first, assessment was conducted mainly in respect of the compliance of identification of related parties and related party transactions and reporting of related party transactions, as well as the monitoring and control of relevance; second, based on the related party transaction system, improvement was made in the process of identification, reporting and examination of related party transactions and statistical information submission to contribute to more standardized and normalized management; third, the Bank further enhanced identification, recognition and approval of related party transactions by the transaction initiating institutions and the authorized approval bodies.

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

(II) Strengthening the management of the list of related parties

The Bank improved collection of related party information: firstly, the Bank optimized the template for filling in related party information, clarified the reporting obligations of shareholders' related parties and insiders, and verified the management responsibilities of the information collection department; secondly, all parties were organized to update the related party information, and the list of related parties was formed upon strict review of the quality of reporting information; thirdly, the Bank strengthened compliance publicity for shareholders' related parties, provided timely counseling on rules for recognition of related parties, filling specifications and matters to be noted, and assisted them in properly fulfilling their reporting obligations; fourthly, external data were used to assist in the verification to improve the completeness and accuracy of the list of related parties.

(III) Strictly regulating the approval of related party transactions

Strictly regulating the approval of related party transactions, transactions management was embedded in the process: firstly, the business initiating body and the approval body shall conduct the investigation and review of related transactions during the process of transaction declaration and approval; secondly, the Bank strictly prevented the transfer of benefits to related parties and conducted related transactions on conditions no better than those of similar transactions with non-related parties strictly in accordance with the commercial principles; thirdly, the Bank controlled the scale of related party transactions strictly in accordance with regulatory requirements; fourthly, for transactions failed to declare, the Bank requested conducting investigation and review on the responsible subject for timely self-examination and rectification to eliminate repeated investigations and repeated offenders.

(IV) Strengthening supervision and management of related party transactions

Establishing a long-term mechanism for supervision: firstly, the Bank established an off-site monitoring mechanism. Through combining self-inspection by each transaction initiating institution with off-site inspection by the internal control and compliance department of the head office to timely discover problems such as omissions and misstatements in the process of related party identification, identification and approval of related party transactions. The Bank conducted off-site inspection twice this year, rectified problems found in a timely manner and improved the management on supervising relevant units; secondly, the Bank conscientiously implemented the regulatory requirements, organized special regulation and risk screening on related party transactions, and checked risks one by one against the list of key concerns on regulating related party transactions; thirdly, we have included the management of related party transactions into the inspection scope of special governance actions on compliance risks and the activity of Internal Control and Compliance Management Construction Year.

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

(V) Improving the management system of related party transactions

In February 2021, the development of the first phase of the related party transaction system was completed and launched for use, and the system functions were optimized and renovated twice in May and July, taking into account the operational situation. At present, the system has realized the functions such as systematic collection and real-time query of related party list, online filling of transaction data, automatic generation of statistical reports on regulatory, etc., which has improved the efficiency and further enhanced the accuracy of information and data at the same time.

(VI) Disclosure of information in compliance with regulations

Firstly, the Bank reported to the CBIRC in a timely manner after the approval of all material related party transactions; secondly, the Bank timely reported to the regulators on the details of related parties and related party transactions through quarterly G15 statements and the related party transaction supervision system; thirdly, strictly in compliance with requirements in relation to regulatory as well as financial statement disclosure, the Bank disclosed information in a timely and complete manner.

The report is hereby made.

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

Schedule 1

Related Party Transactions of Credit Business in 2021

Unit: RMB'0,000

No.	Credit subject	Related group/ Related relationship	Net credit at the end of the year	Net credit of the Group at the end of the year	Margin, bank certificates of deposit and government bonds pledged
1	Tianjin Bohai State-owned Assets Management Co., Ltd.	Group customers of TEDA Investment Holding Co., Ltd.	463,000.00	1,256,554.32	13,132.58
2	TEDA Investment Holding Co., Ltd.		343,500.00		
3	Tianjin Tsinlien Investment Holding Co., Ltd.		286,350.00		
4	Tianjin TEDA Energy Group Co., Ltd.		60,530.34		
5	Tianjin TEDA Co., Ltd.		44,000.00		
6	Nanjing New Space Co., Ltd.		43,500.00		
7	Yangzhou Taida Development Construction Co., Ltd.		9,000.00		
8	Tianjin Water Engineering Co., Ltd.		5,034.78		
9	TEDA Filters Co., Ltd.		1,000.00		
10	Tianjin Eco-city TEDA Marine Technology Development Co., Ltd.		639.20		
11	Standard Chartered Bank (China) Limited	Group customer of Standard Chartered Bank (Hong Kong) Co., Ltd.	8,766.99	8,766.99	0.00
12	UBS SDIC Fund Management Co., Ltd.	Group customer of State Development & Investment Corp., Ltd.	52,950.26	52,950.26	0.00
13	Hwabao Finance & Leasing Co., Ltd.	Group customers of China Baowu Steel Group Corporation Limited	31,678.01	35,746.05	0.00
14	Ouye Commercial Factoring Co., Ltd.		4,068.03		
15	China Oceanwide Holdings Group Co., Ltd.	Group customers of Ocean Industrial Stock Co., Ltd	675,612.00	854,523.46	0.00
16	China Oceanwide Group Limited		178,911.46		

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

No.	Credit subject	Related group/ Related relationship	Net credit at the end of the year	Net credit of the Group at the end of the year	Margin, bank certificates of deposit and government bonds pledged
17	Angang Group Company Limited	Related legal person formed due to related natural person	90,000.00	90,000.00	0.00
18	CITIC-Prudential Life Insurance Company Ltd.	Related legal person formed due to related natural person	50,000.00	50,000.00	0.00
19	Other related parties (total)	Related natural person	14,196.95	14,196.95	0.00
Total			2,362,738.03	2,362,738.03	13,132.58

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2021 ASSESSMENT REPORT ON THE PERFORMANCE OF DUTIES OF THE BOARD OF DIRECTORS, SENIOR MANAGEMENT AND THEIR MEMBERS ISSUED BY THE BOARD OF SUPERVISORS OF CHINA BOHAI BANK CO., LTD.

In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks, Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and other regulatory requirements as well as the provisions of the Bank's performance evaluation system, the Board of Supervisors organized office of the Board of Supervisors and conducted an assessment on the performance of duties of the Board of Directors, senior management and their members of the Bank for 2021 from January to March 2022. Through summarizing issues considered and reports listened to by the Board of Directors, particulars of Directors' attendances at meetings, feedbacks of Directors before meetings, particulars of speeches of Directors at meetings and voting on proposed resolutions, independent opinions of Independent Directors, opinions and suggestions proposed by the Directors for the Bank during inter-session periods as well as Directors' participation in trainings, Directors' evaluation and mutual evaluation of Independent Directors for 2021, work report of the senior management for 2021, information on committees under the senior management, major operation and management conferences, debriefing report and performance of duties of senior management members for 2021, assessment scores given by the Supervisors of the Bank regarding the performance of duties of Directors and senior management members for 2021 and regulatory notification, the Board of Supervisors drafted the assessment opinions of the Board of Supervisors on the performance of duties of the Board of Directors, senior management and their members for 2021, and the report is hereby given as follows:

I. Assessment Opinions on the Performance of Duties of the Board of Directors for 2021

In 2021, the Board of Directors of the Bank earnestly implemented the resolutions of the Shareholders' general meeting, supervised performance of duties by the senior management, and performed its duties honestly and diligently in accordance with the laws and regulations, regulatory requirements and relevant policies of the Bank. Firstly, it improved corporate governance quality and efficiency, organized self-assessment, continuously improved the corporate governance system and implemented the responsibility of managing Shareholders' affairs. Secondly, it operated the Board of Directors and its special committees in accordance with laws on a standard basis, refined the work responsibilities of the special committees, and considered and approved the issuance of bonds, related party transactions, disposal of assets and data governance, etc. Thirdly, it completed the market-oriented selection of senior management and professional managers, determined the performance appraisal and remuneration management plan for professional managers, and improved the management of authorization to the senior management. Fourthly, it considered and approved the Bank's Fourth "Five-Year Strategic Plan", capital plan, information technology plan and financial consumer rights protection plan and supervised relevant implementation, and formulated risk appetite and risk management policies. Fifthly, it strengthened the compliance concept,

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improved the long-term mechanism of internal control and compliance, enhanced internal audit management, and urged rectification of issues such as anti-money laundering and data governance found during internal and external inspections and pursued relevant accountability. Sixthly, it promoted consumer rights protection and development of inclusive finance and green finance business, increased support for the real economy, and actively fulfilled social responsibilities. Seventhly, it continuously improved the quality of information disclosure, earnestly performed the responsibility of information reporting, and ensured smooth and timely information communication among the Shareholders' general meeting, the Board of Directors, the Board of Supervisors and the senior management.

In accordance with relevant regulatory requirements, the Board of Supervisors reminded the Board of Directors to strengthen the performance of its duties in the following aspects. Firstly, the Board of Directors should accelerate the rectification of the problems of high indicators and excessive concentration on certain Shareholders in relation to related party transactions to prevent the spread of risks to the Bank. Secondly, the Board of Directors should implement the responsibility of managing the conduct of practitioners and supervise the senior management to manage the conduct of practitioners in an all-round manner. Thirdly, the Board of Directors should give full play to the role of stress testing in prevention of risks and supervise the senior management to effectively manage stress testing. Fourthly, the Board of Directors should continue to pay attention to the liquidity risk profile and urge the senior management to enhance their ability to deal with structural imbalance between assets and liabilities in the medium and long term.

II. Assessment Opinions on the Performance of Duties of Directors for 2021

In 2021, all the Directors earnestly fulfilled their duty of loyalty, reported to the Bank in a timely manner information about their part-time positions, shareholdings in the Bank, related party relationships, acting-in-concert relationships and changes, complied with the relevant regulations on related party transactions and recusal from performance of duties, and safeguarded the Bank's interests. No Director was found to have accepted improper benefits or taken advantage of their position as Directors for personal gain during their performance of duties, nor did they disclosed commercial secrets related to the Bank, concealed problems that they discovered or engaged in other acts in breach of duty of loyalty. In terms of compliance in performing duties, all the Directors of the Bank attended meetings and discussed relevant matters and exercised their voting rights in accordance with the law, paid close attention to the evaluation of the Bank by the regulatory authorities, the media and investors, and continuously promoted the rectification and accountability of the problems identified by the regulatory authorities. The Board of Supervisors is not aware that any Director was imposed on administrative penalty or discipline action by the regulatory authorities due to problems with their performing duties to the Bank.

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(I) Executive Directors

All the Executive Directors abided by high standards of professional ethics, performed their duties independently and helped the Bank treat all Shareholders fairly, safeguard the legitimate interests of stakeholders and actively fulfil social responsibilities.

1. Assessment opinions on the performance of duties of Director LI Fuan in 2021

In 2021, Director LI Fuan performed his duties as the Chairman and Executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Director LI Fuan exercised the powers and functions of the Chairman and legal representative in accordance with the Articles of Association of the Bank. As the Party secretary, Director LI Fuan actively promoted the organic integration of Party leadership and corporate governance, strictly implemented the decisions of the Party organization in the decision-making process, and ensured that the Party organization played a leading and central role; he convened and chaired Shareholders' general meetings and meetings of the Board of Directors, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with the regulatory requirements; he promptly formed resolutions and opinions on major issues related to the development of the Bank, and supervised the implementation of relevant decisions; he performed the duties of the chairperson of the Development Strategy and Inclusive Finance Committee and the member of the Nomination and Remuneration Committee, convened and attended the corresponding meetings in a timely manner, and conscientiously reviewed the information reports during inter-session periods; he convened and presided over several bank-wide compliance warning education meetings and strengthened arrangement on risk prevention and control and compliance management in a strict and practical manner.

In terms of professionalism in performing his duties, Director LI Fuan further improved the corporate governance system, promoted scientific decision-making by the Board of Directors, coordinated the operation of various governance bodies, and enhanced the effectiveness of corporate governance; he organized the preparation and implementation of the Fourth "Five-Year Strategic Plan" and approved the capital plan, information technology plan, and financial consumer rights protection plan; he organized and completed the market-oriented selection and engagement of senior management and professional managers, improved the management of the Board's authorization to the senior management, and regulated the remuneration management of senior management; he strengthened the internal audit and supervision function, promoted the implementation of regulatory opinions and the rectification and accountability of related issues, made improvement in anti-money laundering, compliance management and data governance, and refined the decision-making mechanism for inclusive finance and green finance; he participated in the trainings for Directors to continuously improve his ability and standard in performing his duties.

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In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director LI Fuan competent in terms of his performance of duties in 2021.

2. *Assessment opinions on the performance of duties of Director QU Hongzhi in 2021*

In 2021, Director QU Hongzhi performed his duties as an Executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, as the deputy Party secretary, Director QU Hongzhi assisted the Party committee in playing its role of setting the direction to actively promote the organic integration of Party leadership and corporate governance; he attended all meetings of the Board of Directors and the special committees where he held positions during the year as required, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with the regulatory requirements; he reported work to the Board of Directors on behalf of the senior management, conscientiously implemented the resolutions of the Board of Directors and reported the implementation information to the Board of Directors in a timely manner, and helped Directors and Supervisors fully understand the Bank's operations and management; he worked as a member of the Development Strategy and Inclusive Finance Committee, the Risk Management and Green Finance Committee and the Related Party Transactions Control Committee during inter-session periods, and led the senior management to carry out operation and management activities in accordance with the Articles of Association of the Bank and the authorization of the Board of Directors.

In terms of professionalism in performing his duties, Director QU Hongzhi fully utilized his advantages in being familiar with the operation and management of the Bank and gave replies or expressed opinions at meetings of the Board of Directors in respect of matters such as capital management, related party transactions, asset securitization, compliance management, wealth management business, interbank business, entrusted loan business, strategic management and data governance during his performance of duties; he actively participated in the training organized by the Bank for Directors to continuously improve his ability and standard in performing his duties.

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In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director QU Hongzhi competent in terms of his performance of duties in 2021.

3. *Assessment opinions on the performance of duties of Director DU Gang in 2021*

In 2021, Director DU Gang performed his duties as an Executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, as a member of the Party committee, Director DU Gang facilitated the communication of information between the Party committee and the Board of Directors; he diligently performed his duties as the secretary of the Board of Directors, prepared the meetings of the Board of Directors and Shareholders' general meetings, took charge of the Bank's information disclosure, actively assisted the Independent Directors in performing their duties, answered inquiries, contacted Shareholders, and ensured that those entitled to the Bank's records and documents could receive the records and documents in a timely manner; he attended all meetings of the Board of Directors and the Development Strategy and Inclusive Finance Committee in person during the year as required; he carefully reviewed the information reports during inter-session periods and performed the corresponding duties of the senior management according to his work assignment.

In terms of professionalism in performing his duties, he fully utilized his advantages in being familiar with the operation and management of the Bank and focused on explaining or expressing opinions at meetings of the Board of Directors on matters such as capital management, preparation of annual and interim reports, authorization for additional share issuance, information disclosure, wealth management business and equity pledge during his performance of duties; he actively participated in the training organized by the Bank for Directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director DU Gang competent in terms of his performance of duties in 2021.

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4. *Assessment opinions on the performance of duties of Director LI Yi in 2021*

In 2021, Director LI Yi performed his duties as an executive Director in accordance with laws and regulations, regulatory requirements, the Articles of Association and the actual work arrangement of the Bank.

In terms of the performance of the duty of diligence, he attended all the meetings of the Board of Directors, the Risk Management and Green Finance Committee and the Related Party Transactions Control Committee during the year; at the meeting of the Board of Directors, he provided explanations on the problems raised by Directors in considering the proposals. During the inter-session period, he reviewed the report on anti-money laundering status and other information reports; in the first half of the year, as a senior management member, he led the work of such departments as the Corporate Business Department, Custodian Business Department, Transaction Banking Department, Organization Department of the Party Committee, Human Resources Department (Joint Office), Party Committee of the Organ, and Training Center of the Head Office in accordance with division of work; in the second half of the year, he was spared and appointed by the Municipal State-owned Assets Supervision and Administration Commission as the leader of the special work guidance group of TEDA Holding. He played an active role during the period of his off-job engagement in special work and his work performance was relatively prominent.

In terms of professionalism in performing his duties, he fully utilized his advantages in being familiar with the operation and management of the Bank and expressed opinions on matters such as related party transactions of the Group customers' credit business, internal capital adequacy assessment and information disclosure during his performance of duties; participated in the training organized by the Bank for directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., and the opinions of the Party Committee of Municipal State-owned Assets Supervision and Administration Commission and the Party Committee of China Bohai Bank, the Board of Supervisors rated Director LI Yi competent in terms of his performance of duties in 2021.

(II) *Non-executive Directors*

All non-executive Directors were able to uphold high-standard professional ethics, maintained independence in performing their duties, promoted the Bank to fairly treat all Shareholders, protect the legitimate rights and interests of stakeholders and actively fulfill its social responsibilities, actively coordinated communication between the Bank and its Shareholders, paid attention to the implementation of resolutions of the Board of Directors by senior management and related party transactions between Shareholders and the Bank, and supported the capital management plan formulated by the Bank.

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1. Assessment opinions on the performance of duties of Director WANG Zhiyong in 2021

In 2021, Director WANG Zhiyong earnestly performed his duties as a non-executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, he was able to devote sufficient time and effort to perform his duties and attended all the meetings of the Board of Directors in the year after the approval of the qualification for directorship as required, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with regulatory requirements; paid attention to the operation and management of the Bank and related matters within the terms of reference of the Nomination and Remuneration Committee, and seriously studied and made prudent judgment on the matters submitted to the Board of Directors for consideration. In terms of professionalism in performing his duties, based on his professional experience and expertise, he made opinions and suggestions on off-balance-sheet wealth management business and related party transactions, and promoted scientific decision-making by the Board of Directors; he actively participated in the training organized by the Bank for Directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director WANG Zhiyong competent in terms of his performance of duties in 2021.

2. Assessment opinions on the performance of duties of Director CUI Xuesong in 2021

In 2021, Director CUI Xuesong performed his duties as a non-executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, he was able to devote sufficient time and effort to perform his duties and attended all the meetings of the Board of Directors, the Development Strategy and Inclusive Finance Committee, and the Audit and Consumer Rights Protection Committee in the year as required, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with regulatory requirements; paid continuous attention to the operation and management of the Bank and related matters within the terms of reference of the special committee he served, and seriously studied and made prudent judgment on the matters submitted to the Board of Directors for consideration. In terms of

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professionalism in performing his duties, based on his professional experience and expertise, he made timely opinions and suggestions on the evaluation and assessment of senior management and financial budgets, and promoted scientific decision-making by the Board of Directors; he participated in the training organized by the Bank for Directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director CUI Xuesong competent in terms of his performance of duties in 2021.

3. *Assessment opinions on the performance of duties of Director FUNG Joi Lun Alan in 2021*

In 2021, Director FUNG Joi Lun Alan earnestly performed his duties as Vice Chairman and a non-executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, he was able to devote sufficient time and effort to perform his duties and personally attended all the meetings of the Board of Directors, the Development Strategy and Inclusive Finance Committee, the Risk Management and Green Finance Committee, the Related Party Transactions Control Committee and the Audit and Consumer Rights Protection Committee in the year as required; performed the duties as Vice Chairman and presided over the meetings of the Board of Directors upon authorization by the Chairman; paid close attention to the operation and management of the Bank and related matters within the terms of reference of the special committee he served, and seriously studied and made prudent judgment on the matters submitted to the Board of Directors for consideration. In terms of professionalism in performing his duties, based on his professional experience and expertise, he made timely opinions and suggestions on matters such as related party transactions, capital management, financial budgeting, issuance of additional H shares, performance assessment of professional managers, liquidity risk, stress testing, internal audit policy, asset securitization, strategy formulation, off-balance-sheet business, risk appetite, performance assessment of the Group, loan concentration, large risk exposure, reputation risk and asset disposal, and promoted scientific decision-making by the Board of Directors; he participated in the training organized by the Bank for Directors to continuously improve his ability and standard in performing his duties.

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In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director FUNG Joi Lun Alan competent in terms of his performance of duties in 2021.

4. *Assessment opinions on the performance of duties of Director YUAN Wei in 2021*

In 2021, Director YUAN Wei performed her duties as a non-executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, she was able to devote sufficient time and effort to perform her duties and personally attended all the meetings of the Board of Directors, the Development Strategy and Inclusive Finance Committee, and the Audit and Consumer Rights Protection Committee in the year as required; paid continuous attention to the operation and management of the Bank and related matters within the terms of reference of the special committee she served, and seriously studied and made prudent judgment on the matters submitted to the Board of Directors for consideration. In terms of professionalism in performing her duties, based on her professional experience and expertise, she made timely opinions and suggestions on matters such as related party transactions, issuance of additional H shares, risk appetite, equity pledge and off-balance-sheet wealth management business and promoted scientific decision-making by the Board of Directors; she actively participated in the training organized by the Bank for directors to continuously improve her ability and standard in performing her duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director YUAN Wei competent in terms of her performance of duties in 2021.

5. *Assessment opinions on the performance of duties of Director YE Baishou in 2021*

In 2021, Director YE Baishou earnestly performed his duties as a non-executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

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In terms of the performance of the duty of diligence, he was able to devote sufficient time and effort to perform his duties and attended all the meetings of the Board of Directors and the Development Strategy and Inclusive Finance Committee in the year as required, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with regulatory requirements; paid continuous attention to the operation and management of the Bank and related matters within the terms of reference of the special committee he served, and seriously studied and made prudent judgment on the matters submitted to the Board of Directors for consideration. In terms of professionalism in performing his duties, based on his professional experience and expertise, he made timely opinions and suggestions on the related party transactions, off-balance-sheet wealth management business, financial budget, development strategy, capital management, performance evaluation and compensation management plan for professional managers of senior management, and compliance operation, and promoted scientific decision-making by the Board of Directors; he actively participated in the training organized by the Bank for Directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director YE Baishou competent in terms of his performance of duties in 2021.

6. *Assessment opinions on the performance of duties of Director HU Aimin in 2021*

In 2021, Director HU Aimin earnestly performed his duties as a non-executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, he was able to devote sufficient time and effort to perform his duties and attended all the meetings of the Board of Directors and the Nomination and Remuneration Committee in the year as required, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with regulatory requirements; paid continuous attention to the operation and management of the Bank and related matters within the terms of reference of the special committee he served, and seriously studied and made prudent judgment on the matters submitted to the Board of Directors for consideration. In terms of professionalism in performing his duties, based on his professional experience and expertise, he made timely opinions and suggestions on the establishment of capital operation centers, related party transactions, non-public issuance of H shares, work of senior management and disposal of assets, and promoted scientific decision-making by the Board of Directors; he actively participated in the training organized by the Bank for Directors to continuously improve his ability and standard in performing his duties.

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In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director HU Aimin competent in terms of his performance of duties in 2021.

7. *Assessment opinions on the performance of duties of Director ZHANG Xifang in 2021*

In 2021, Director ZHANG Xifang performed his duties as a non-executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, he was able to devote sufficient time and effort to perform his duties and personally attended all the meetings of the Board of Directors, the Risk Management and Green Finance Committee, and the Related Party Transactions Control Committee in the year as required; paid continuous attention to the operation and management of the Bank and related matters within the terms of reference of the special committee he served, and seriously studied and made prudent judgment on the matters submitted to the Board of Directors for consideration. In terms of professionalism in performing his duties, based on his professional experience and expertise, he made timely opinions and suggestions on the related party transactions, annual evaluation and assessment of senior management and performance evaluation and compensation management of professional managers of senior management, and promoted scientific decision-making by the Board of Directors; he actively participated in the training organized by the Bank for directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director ZHANG Xifang competent in terms of his performance of duties in 2021.

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8. *Assessment opinions on the performance of duties of Director ZHANG Yunji in 2021*

In 2021, Director ZHANG Yunji performed his duties as a non-executive Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, he attended all the meetings of the Board of Directors, the Risk Management and Green Finance Committee, and the Related Party Transactions Control Committee in the year as required, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with regulatory requirements; paid continuous attention to the operation and management of the Bank and related matters within the terms of reference of the special committee he served, and seriously studied and made prudent judgment on the matters submitted to the Board of Directors for consideration. In terms of professionalism in performing his duties, based on his professional experience and expertise, he made timely opinions and suggestions on the related party transactions, equity pledge and capital management, and promoted scientific decision-making by the Board of Directors; he participated in the training organized by the Bank for directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director ZHANG Yunji competent in terms of his performance of duties in 2021.

(III) Independent Non-executive Directors

All the Independent Directors are able to adhere to a high standard of professional ethics and perform their duties with integrity and independence; they have expressed independent opinions on material related party transactions, profit distribution plans, reappointment of accounting firm, appointment and dismissal of senior management and remuneration of senior management of the Bank; they focus on protecting the legitimate rights and interests of small and medium Shareholders and other stakeholders and promote the Bank to actively fulfill its social responsibilities.

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1. Assessment opinions on the performance of duties of Director MAO Zhenhua in 2021

In 2021, Director MAO Zhenhua performed his duties as an Independent Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Director MAO Zhenhua attended all meetings of the Board of Directors and the Nomination and Remuneration Committee during the year as required, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with regulatory requirements; he also carefully studied and made prudent judgments on matters submitted to the Board of Directors for consideration; as the chairperson of the Nomination and Remuneration Committee of the Board of Directors, he submitted the collective opinions formed by the committee to the Board of Directors in a timely manner; during inter-session periods, he paid continuous attention to the Bank's operation and management and carefully reviewed the information reports on compliance and anti-money laundering; he is able to devote sufficient time and effort to performing his duties, and has worked at the Bank for more than 15 working days. In terms of professionalism in performing his duties, Director MAO Zhenhua combined his position at the special committee and his professional expertise to make timely comments and recommendations on the Bank's related party transactions, equity pledges, performance appraisal and remuneration management of senior management and professional managers, and to facilitate scientific decision-making by the Board of Directors; he actively participated in the training organized by the Bank for directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director MAO Zhenhua competent in terms of his performance of duties in 2021.

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2. *Assessment opinions on the performance of duties of Director CHI Guotai in 2021*

In 2021, Director CHI Guotai performed his duties as an Independent Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Director CHI Guotai attended in person all meetings of the Board of Directors, the Risk Management and Green Finance Committee, the Related Party Transactions Control Committee and the Nomination and Remuneration Committee during the year as required; he carefully studied and made prudent judgments on matters submitted to the Board of Directors for consideration; he paid continuous attention on the Bank's operation and management and related matters within the scope of responsibility of the special committees he is in; during inter-session periods, he carefully reviewed the information reports on compliance and anti-money laundering; he is able to devote sufficient time and effort to perform his duties, and has worked at the Bank for more than 15 working days. In terms of professionalism in performing his duties, Director CHI Guotai combined his position at the special committees and his professional expertise to make timely comments and recommendations on the Bank's equity pledges and comprehensive risk management, and to facilitate scientific decision-making by the Board of Directors; he actively participated in the training organized by the Bank for directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director CHI Guotai competent in terms of his performance of duties in 2021.

3. *Assessment opinions on the performance of duties of Director MU Binrui in 2021*

In 2021, Director MU Binrui performed his duties as an Independent Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Director MU Binrui attended in person all on-site meetings of the Board of Directors and the Audit and Consumer Rights Protection Committee during the year as required; he carefully studied and made prudent judgments on matters submitted to the Board of Directors for consideration; he paid continuous attention on the Bank's operation and management and related matters within the scope of responsibility of the special

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committees he is in; as the chairperson of the Risk Management and Green Finance Committee and the Related Party Transactions Control Committee, he organized and convened meetings in a timely manner and formed a collective opinion for submission to the Board of Directors; during inter-session periods, he carefully reviewed the information reports on compliance and anti-money laundering; he is able to devote sufficient time and effort to performing his duties, and has worked at the Bank for more than 20 working days. In terms of professionalism in performing his duties, Director MU Binrui combined his position at the special committees and his professional expertise to make timely comments and recommendations on the Bank's related party transactions, capital management, risk appetite, equity pledges, group customer credit, large exposure management, risk event handling in certain branches, compliance risk, reputation risk, credit risk, green finance, etc. and to facilitate scientific decision-making by the Board of Directors; he actively participated in the trainings organized by the Bank for directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director MU Binrui competent in terms of his performance of duties in 2021.

4. Assessment opinions on the performance of duties of Director TSE Yat Hong in 2021

In 2021, Director TSE Yat Hong performed his duties as an Independent Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Director TSE Yat Hong attended all meetings of the Board of Directors and the Audit and Consumer Rights Protection Committee during the year as required, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with regulatory requirements; he also carefully studied and made prudent judgments on matters submitted to the Board of Directors for consideration; as the chairperson of the Audit and Consumer Rights Protection Committee of the Board of Directors, he organized and convened meetings of the special committee in a timely manner and formed a collective opinion for submission to the Board of Directors; he paid continuous attention on the Bank's operation and management and related matters within the scope of responsibility of the special committee he is in; during inter-session periods, he carefully reviewed the information reports on compliance and anti-money laundering; he is able to devote sufficient time and effort to performing his duties, and has worked at the Bank for more than 20 working days. In terms of professionalism in performing his duties, Director TSE Yat Hong

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combined his position at the special committee and his professional expertise to make timely comments and recommendations on the Bank's equity pledges, rectification of off-balance sheet wealth management business, consumer rights protection, exit audits management, improvement of resolutions for meetings of the Audit and Consumer Rights Protection Committee, and to facilitate scientific decision-making by the Board of Directors; he actively participated in the trainings organized by the Bank for directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director TSE Yat Hong competent in terms of his performance of duties in 2021.

5. *Assessment opinions on the performance of duties of Director WANG Ren in 2021*

In 2021, Director WANG Ren performed his duties as an Independent Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Director WANG Ren attended in person all meetings of the Board of Directors, the Audit and Consumer Rights Protection Committee and the Nomination and Remuneration Committee during the year as required; he carefully studied and made prudent judgments on matters submitted to the Board of Directors for consideration; he paid continuous attention on the Bank's operation and management and related matters within the scope of responsibility of the special committees he is in; during inter-session periods, he carefully reviewed the information reports on compliance and anti-money laundering; he is able to devote sufficient time and effort to performing his duties, and has worked at the Bank for more than 15 working days. In terms of professionalism in performing his duties, Director WANG Ren combined his position at the special committees and his professional expertise to make timely comments and recommendations on the Bank's equity pledges, related party transactions, dismissal of senior management, rectification of off-balance sheet wealth management business and to facilitate scientific decision-making by the Board of Directors; he actively participated in the training organized by the Bank for directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and

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Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director WANG Ren competent in terms of his performance of duties in 2021.

6. *Assessment opinions on the performance of duties of Director ZHU Ning in 2021*

In 2021, Director ZHU Ning performed his duties as an Independent Director in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Director ZHU Ning attended in person all meetings of the Board of Directors, the Audit and Consumer Rights Protection Committee and the Nomination and Remuneration Committee during the year as required, and the rate of personal attendance at on-site meetings of the Board of Directors was in line with regulatory requirements; he carefully studied and made prudent judgments on matters submitted to the Board of Directors for consideration; he paid continuous attention on the Bank's operation and management and related matters within the scope of responsibility of the special committees he is in; during inter-session periods, he carefully reviewed the information reports on compliance and anti-money laundering; he is able to devote sufficient time and effort to perform his duties, and has worked at the Bank for more than 15 working days. In terms of professionalism in performing his duties, Director ZHU Ning combined his position at the special committees and his professional expertise to make timely comments and recommendations on the Bank's related party transactions, data governance, protection of consumers' rights and to facilitate scientific decision-making by the Board of Directors; he actively participated in various training sessions organized by the Bank for directors to continuously improve his ability and standard in performing his duties.

In accordance with the relevant requirements of the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director ZHU Ning competent in terms of his performance of duties in 2021.

III. Assessment Opinions on the Performance of Duties of Senior Management in 2021

Throughout 2021, the senior management complied with laws and regulations, regulatory requirements and the Bank's rules and regulations, accepted the supervision by the Board of Supervisors, actively implemented the resolutions of the Shareholders' general meeting and the Board of Directors, and faithfully and diligently performed their operational and management duties as authorized by the Board of Directors, achieving a steady growth in operating results. Firstly, the senior management made new progress in promoting innovation and transformation

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development. The senior management completed the preparation of the Fourth “Five-Year Plan”, organized all business lines to promote transformation, further enhanced the quality and efficiency of its services to the real economy, achieved faster development of light asset business, made new breakthroughs in bond issuance, efficiently promoted the coordination of online and offline channels, and achieved good results in such areas as financial technology, wealth management, green finance, inclusive finance and customer experience. Secondly, we established a sound internal control management mechanism by taking cases as a warning. In response to the “Year of Internal Control and Compliance Management” campaign, the senior management strengthened internal control and compliance management and case prevention and control through systematic monitoring of employee behavior and anti-money laundering, enhanced training and education, and increased efforts in rectification and accountability, and did their best to handle the case involving bills of Nanjing Branch. Thirdly, the senior management strengthened the source management of operational risks and continued to enhance overall risk management capabilities. The senior management improved the risk management system and system construction, strengthened the dissemination of a risk culture featuring prudent management, improved the credit structure adjustment strategy, enhanced intelligent risk control capability and made greater efforts in the disposal of non-performing assets. Fourthly, the senior management continued to promote capital management in accordance with the “light capital” strategy. The senior management improved the policy-oriented capital allocation and assessment mechanism, drew up medium- and long-term capital plans, accelerated the implementation of new capital regulations, organized annual internal capital adequacy assessments, and established a management framework for recovery and disposal plans under crisis scenarios. Fifthly, the senior management insisted on innovation and technology empowerment, and continued to consolidate various basic management tasks. The senior management promoted the transformation of financial technology and the construction of a centralized middle office, systematically strengthened data governance, promoted refined resource allocation, improved the incentive and constraint mechanism, enhanced operational support, and made greater efforts in the selection and recruitment of cadres and the training of professional talents.

In accordance with the relevant regulatory requirements, the Board of Supervisors reminded the senior management to strengthen the performance of their duties in the following areas. First, further implement the requirements of the Guidelines for the Management of Practitioners in Banking and Financial Institutions and report the results of the assessment of practitioners’ behavior to the Board of Directors annually. Second, strictly implement the requirements of the Guidelines for the Stress Testing of Commercial Banks, seriously performed the duties set under stress scenarios which cover major types of risks such as operational risk and reputation risk, and conduct corresponding risk stress tests on a regular basis taking into account the interaction between different risks. Third, adhere to a prudent liquidity risk management strategy to ensure that liquidity risk indicators meet regulatory requirements.

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IV. Assessment Opinions on the Performance of Duties of Senior Management Members in 2021

All members of the senior management consciously safeguarded the interests of the Bank and were not found to have violated their fiduciary duties by accepting benefits related to the Bank's transactions or seeking for themselves or others any business opportunities that are due to the Bank in the course of performing their duties. Except for operating income, all the other performance indicators of the Group were in line with the budget of the Board of Directors.

(I) Assessment opinions on the performance of duties of President QU Hongzhi in 2021

Throughout 2021, under the requirements of relevant laws and regulations, regulatory requirements, the Articles of Association of the Bank and the authorization by the Board of Directors, President QU Hongzhi earnestly implemented the resolutions of the Shareholders' general meeting and the Board of Directors. He diligently performed his duties within his remit and took charge of the operation and management of the Bank. Throughout the year, President QU Hongzhi attended 37 meetings of the Party Committee, chaired 28 president's office meetings and 30 president's special meetings, and visited 7 branches to conduct on-site surveys and research. Centering on strategic deployment and annual operation targets, new results were achieved in the coordinated promotion of operational development and basic management. He drafted the Bank's annual budget and profit distribution plan, formulated development strategies, capital plans, information technology plans and financial consumer protection plans for the Fourth "Five-Year Plan", and promoted their implementation. He continuously improved risk management, strengthened unified credit and large exposure management, enhanced efforts in disposal of non-performing assets, optimized liquidity risk management policy system, and strengthened proactive market risk management. He established and optimized the long-term mechanism of internal control and compliance management, strengthened efforts in case risk screening and employee behavior management by taking cases as a warning, and vigorously promoted the rectification and accountability in relation to relevant businesses, anti-money laundering and data governance based on the results of internal and external inspections. He continued to perfect the duties of the committees under the senior management and further strengthened the basic management of technology, innovation, operation, training, incentives and constraints, and resource allocation. As the President of the Bank, QU Hongzhi is able to provide the Board of Supervisors with information on the Bank's operations, financial position and risk management on a regular basis in accordance with relevant regulations.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Senior Management Members of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated President QU Hongzhi competent in terms of his performance of duties in 2021.

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(II) Assessment opinions on the performance of duties of Vice President DU Gang in 2021

In 2021, in accordance with the requirements of laws, regulations and regulatory provisions and following the Articles of Association of the Bank and the president's authorization, Vice President DU Gang implemented the resolutions of the Shareholders' general meeting and the Board of Directors and the decisions of the president's office meetings and the president's special meetings, and performed the corresponding management responsibilities within his remit based on division of work. He launched the transformation of financial market line, led the unified management of interbank customer relationship and improved the internal synergy mechanism; steadily expanded the scale of proprietary investment and wealth management investment, promoted the optimization of asset allocation, strengthened the refined management of off-balance sheet business and improved the efficiency of using risky assets; increased efforts in promoting business compliance transformation to lay the foundation for the standardization of wealth management subsidiaries. Taking into full account of the domestic and international economic conditions and changes in regulatory policies, he continued to do a good job in the whole-process financial management, and played a guiding, advisory and stewardship role in the business decision-making; continuously deepened market risk and liquidity risk management, improved the efficiency of capital operation, and promoted the sustainable replenishment of capital for the Bank through channels such as issue of domestic financial bonds and first tranche of overseas US dollar bonds. As the secretary to the Board of Directors, he assisted the chairman to continuously improve the corporate governance system of the Bank, formulated revisions thereof according to the Articles of Association of the Bank and relevant H-share listing requirements, and completed connection, coordination and information transmission among stakeholders to ensure unhindered communication between the Board of Directors of the Bank and other corporate governance entities.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Senior Management Members of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated DU Gang, a vice president and secretary to the Board of Directors competent in terms of his performance of duties in 2021.

(III) Assessment opinions on the performance of duties of Vice President ZHAO Zhihong in 2021

In 2021, in accordance with the requirements of laws, regulations and regulatory provisions and following the Articles of Association of the Bank and the president's authorization, Vice President ZHAO Zhihong implemented the resolutions of the Shareholders' general meeting and the Board of Directors and the decisions of the president's office meetings and the president's special meetings, and performed the corresponding management responsibilities within his remit based on division of work. He organized the revision of the working rules of the Risk Control Committee,

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Information Technology Committee, Data Management Committee and other committees, and formulated the working rules of the non-performing assets disposal committee to optimize the decision-making mechanism of related work. He strengthened case-based reform, continued to promote the construction of comprehensive risk management and compliance system, led the department in his charge to conscientiously implement the requirements of “Governance of Operational Risks at Source” and “Year of Internal Control and Compliance Management Construction” activities, established and improved the management system of large risk exposure, perfected the unified comprehensive credit management mechanism, promoted the enhancement of professionalism and effectiveness of credit approval, and strengthened asset monitoring and early warning and resolution and disposal of the existing risks. He improved the internal control and compliance management mechanism, promoted the implementation and rectification of anti-money laundering related issues, conducted case prevention and control management, and reinforced employee behavior monitoring and management. He promoted the preparation and implementation of the Fourth “Five-Year Plan”, established a sound data governance system and management system, and guided the construction of equity investment and branches and sub-branches. He coordinated and promoted the basic management of technology empowerment, process optimization, product innovation, legal support and think tank construction.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Senior Management Members of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated ZHAO Zhihong (the vice president and chief risk management officer) competent in terms of his performance of duties in 2021.

(IV) Assessment opinions on the performance of duties of Vice President XIE Kai in 2021

In 2021, in accordance with the requirements of laws, regulations and regulatory provisions and following the Articles of Association of the Bank and the president’s authorization, Vice President XIE Kai implemented the resolutions of the Shareholders’ general meeting and the Board of Directors and the decisions of the president’s office meetings and the president’s special meetings, and performed the corresponding management responsibilities within his remit based on division of work. He improved the decision-making and management mechanism of retail business, established the retail business committee, standardized the rules of procedure of retail business, improved the efficiency of communication and coordination, optimized the performance assessment and incentive resource allocation of the retail line, and enhanced the efficiency of resource integration. He led the department in his charge to solidly promote the rapid decomposition and implementation of the Fourth “Five-Year Plan” development strategy in the retail segment, strengthened the construction of four major channel platforms, achieved online and offline linkage and synergy and built a comprehensive ecological layout. He set up the system of four products and services including “Bohai Bank E Pay”, “Bohai Bank E Loans”, “Bohai Bank E Finance” and “Bohai Bank E Butler” to provide

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customized and efficient services to customers through standardized products and intensive operation. He established three supporting systems, carried out integrated marketing system construction, promoted integrated risk control construction, and built integrated data marts to provide strong system support for retail business. He improved the top-level design of consumer rights and interests protection, organized the preparation of a five-year plan for the protection of financial consumers' rights and interests, and reported to the Board of Supervisors on the relevant work as required.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Senior Management Members of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Vice President XIE Kai competent in terms of his performance of duties in 2021.

(V) Assessment opinions on the performance of duties of Vice President JIN Chao in 2021

In 2021, in accordance with the requirements of laws, regulations and regulatory provisions and following the Articles of Association of the Bank and the president's authorization, Vice President JIN Chao implemented the resolutions of the Shareholders' general meeting and the Board of Directors and the decisions of the president's office meetings and the president's special meetings, and performed the corresponding management responsibilities within his remit based on division of work. Insisting on serving the national strategy and guided by supporting the development of the real economy, he actively supported the manufacturing, inclusive finance and green finance, implemented related national policies on the real estate industry, and promoted the optimization of the credit structure. He took multiple measures to stabilize and increase deposits, and implemented regulatory requirements to strengthen control over structured deposits, leading the healthy and compliant development of the business. He conducted in-depth research forums, acquired customers and expanded customer base in an orderly manner focusing on the Fourth "Five-Year Plan" strategy, and guided branches to carry out precision customer marketing and business promotion. He implemented high-quality transformation and development requirements, continued to do a good job in product innovation, promotion and application, and empowered the operation for corporate business line customers. He gradually built a full-featured product and service platform and promoted the effectiveness of transformation towards an asset-light bank. He drew up the working rules of the corporate business committee to coordinate the development of the wholesale banking line. He strengthened compliance risk management, improved due diligence norms, increased risk process control, enhanced the authenticity, legality and compliance of business background, and standardized due diligence behavior in non-performing asset liquidation and preservation.

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In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Senior Management Members of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Vice President JIN Chao competent in terms of his performance of duties in 2021.

The report is hereby made.

The Board of Supervisors
CHINA BOHAI BANK CO., LTD.
March 2022

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2021 REPORT ON SELF-EVALUATION OF THE BOARD OF SUPERVISORS AND ASSESSMENT OF THE PERFORMANCE OF DUTIES OF SUPERVISORS OF CHINA BOHAI BANK CO., LTD.

In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and measures on assessment of the performance of duties of Supervisors of the Bank, the Board of Supervisors organized the Office of the Board of Supervisors to conduct the 2021 self-evaluation of the Board of Supervisors and assessment of the performance of duties of Supervisors from January to February in 2022. The self-evaluation and assessment were issued as follows:

I. 2021 Self-evaluation of the Board of Supervisors

The Board of Supervisors of the Bank conducted the 2021 self-evaluation of the work of the Board of Supervisors focusing on three dimensions, including the performance of supervision responsibility, legal operations and providing independent advices with reference to its daily work and organizing the assessment of Supervisors, and developed the 2021 self-evaluation opinions of the Board of Supervisors.

In 2021, the Board of Supervisors of the Bank strictly followed the laws and regulations, exercised the supervisory powers conferred by the Articles of Association of the Bank in accordance with the laws and standardized the supervisory work, thus playing a positive role in promoting the sound operation of the Bank and improving the quality of corporate governance.

1. We earnestly and steadily carried out all supervision work. We consolidated daily supervision with the annual comprehensive performance assessment, and supervised and evaluated the performance of the Board of Directors, senior management and their members, promoting the Directors and the members of senior management to perform their duties in accordance with the laws and regulations; completed the exit audits of Directors and senior management members in accordance with the resolutions of the Shareholders' general meeting and the Board of Directors, and conducted timely inspection and evaluation of their performance during their terms of office; adopted comprehensive supervision approach combining on-site and off-site supervision, and earnestly performed supervision duties of the Board of Supervisors on the finance, internal control and risk management through designating representatives to attend important operation and management meetings of the Board of Directors, its special committees and senior management, reviewing periodic reports, organizing special inspections and carrying out in-depth research and inspection in branches and sub-branches; conducted special audits on the management of related party transactions, capital management, market risk management, data governance, internet lending business, information technology management, case prevention and control management, and financial market line business of the Bank during the year, and made recommendations for rectification and related management of the problems identified in the inspection, as well as drew attention of senior management; paid attention to the formulation of development strategy, designated representatives to attend, among others, the meetings for

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acceptance inspection of planned project results of the Fourth “Five-Year Plan” development strategy, and the meetings for promotion of the implementation of the Fourth “Five-Year Plan”; organized special meetings of Supervisors in a timely manner and gave suggestions on public opinion response, emergency disposal, internal control management and risk prevention, which were sent to all directors and members of the senior management of the Bank, and went to branches for field supervision; we conducted in-depth research in branches and sub-branches and supervisors went to branches in Chengdu, Xi’an, Suzhou, Nanjing, Wuxi, Jinan, Dezhou and Binhai New Area to learn more about risk prevention, inspection on staff’s abnormal behaviors, case prevention and control work and rectification of problems found in internal and external inspections, and proposed opinions and suggestions. We strengthened the building of the system of the Board of Supervisors, reviewed article by article the measures on assessment of the performance of duties of Directors and Supervisors of the Bank in accordance with the latest regulatory requirements and completed the revision of the system on assessment of the performance of duties of Directors and Supervisors of the Bank.

2. We ensured the operations of the Board of Supervisors and its special committees were in compliance with laws and regulations. We strictly implemented the requirements of regulatory laws and regulations and the provisions of the Bank’s corporate governance system, held regular meetings, timely considered important events, fully considered proposals, carefully debriefed reports, and met the regulatory requirements on the number and procedures of meetings. We held 9 meetings of the Board of Supervisors and its special committees throughout the year, considered 21 proposals including the Bank’s annual report, the Board of Supervisors’ work report, work plan, internal control evaluation, measures on assessment of the performance of duties of Directors and Supervisors and reputation risk management measures, listened to 32 reports on comprehensive risk management, supervisory briefing opinions, stress test audit, information security management audit, case prevention and control audit, exit audit and consumer rights protection work, and made 37 suggestions and recommendations to the Board of Directors and senior management on strengthening related party transactions, reputation risk and internal control and compliance management; organized and implemented the self-evaluation of the work of the Board of Supervisors and the assessment of performance of duties of Supervisors, and promoted the self-improvement of the Board of Supervisors and Supervisors in performing their duties.
3. We ensured the objectivity and fairness of providing independent advices. The Board of Supervisors provided objective and fair independent advices on the Bank’s legal operations, financial reports, use of raised funds, acquisition and disposals of assets, related party transactions, internal control and implementation of resolutions of the Shareholders’ general meeting, reported to the Shareholders’ general meeting on time and made a disclosure in the annual report in accordance with relevant regulations.

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II. 2021 Assessment of the Performance of Duties of Supervisors

Taking into account daily performance of duties of Supervisors and according to the Bank's revised measures on assessment of the performance of duties of Supervisors in 2021 and the procedures for self-evaluation and mutual evaluation of Supervisors and evaluation by the Board of Supervisors, the Bank conducted a comprehensive annual performance evaluation of the five incumbent Supervisors and one former employees' representative Supervisor who has performed duties for more than half a year in 2021 from five dimensions including performance of the duty of loyalty, performance of the duty of diligence, professionalism of duty performance, independence of duty performance and ethical standards, and compliance of duty performance, and produced suggestions for the results of the duty performance evaluation.

In 2021, all Supervisors of the Bank were able to fulfill their duty of loyalty and perform their duties in compliance with regulations. All Supervisors reported to the Bank the information on their part-time positions, shareholdings in the Bank, related party relationships, acting-in-concert relationships and changes in a timely manner, complied with the relevant regulations on related party transactions and recusal from performance of duties, and safeguarded the Bank's interests. No Supervisor was found to have accepted improper benefits or taken advantage of their position as Supervisors for personal gain during their performance of duties, nor did they disclosed commercial secrets related to the Bank, concealed problems that they discovered or engaged in other acts in breach of duty of loyalty. In terms of compliance in performing duties, all the Supervisors attended meetings and discussed relevant matters and exercised their voting rights and supervisory powers in accordance with the laws and regulations, took the initiative to pay attention to the evaluation of the Bank by the regulatory authorities, external auditors and the media, and promoted the Bank's implementation of the regulatory opinions and the rectification and accountability of the relevant problems. The Board of Supervisors is not aware that any Supervisor was imposed on administrative penalty or discipline action by the regulatory authorities.

(I) Employees' representative Supervisors

All employees' representative Supervisors of the Bank abided by high standards of professional ethics, performed their duties independently and promoted the protection of the legitimate rights and interests of the Bank, Shareholders, employees, creditors and other stakeholders.

1. Assessment opinions on the performance of duties of Supervisor WANG Chunfeng in 2021

In 2021, Supervisor WANG Chunfeng performed his duties as the chairman of the Board of Supervisors and employees' representative Supervisor in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

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In terms of the performance of the duty of diligence, Supervisor WANG Chunfeng comprehensively organized and performed the duties of the Board of Supervisors, signed the reports and other important documents of the Board of Supervisors, and reported to the Shareholders' general meeting on behalf of the Board of Supervisors; as the deputy Party secretary, Supervisor WANG Chunfeng strictly implemented the decisions of the Party organization and promoted the communication of information between the Party committee and the Board of Supervisors during the supervision; he convened and presided over the meetings of the Board of Supervisors, attended all the meetings of the Board of Supervisors and the Nomination Committee in person during the year, and the rate of personal attendance at on-site meetings of the Board of Supervisors was in line with regulatory requirements; he actively attended the Shareholders' general meeting, the Board of Directors and important meetings on operation and management of the Bank, and carried out daily performance supervision; he participated in researching and developing policies and procedures related to the immediate interests of the employees, solidly promoted the practical activity of "I do practical things for the masses", led the team to 7 branches for research, and debriefed to the employee representative meeting on time; he carefully reviewed the compliance management, anti-money laundering and other information reports during inter-session periods.

In terms of professionalism in performing his duties, Supervisor WANG Chunfeng gave full play to the advantages of being familiar with the operation and management of the Bank, guided and strengthened the construction of the Board of Supervisors, improved the working system of the Board of Supervisors, and promoted the Board of Supervisors to improve the operational quality and efficiency and effectiveness of supervision; he guided the working institutions of the Board of Supervisors to carry out special audits on related party transaction management, capital management, market risk management, data governance, case prevention and control management, Internet loan businesses, information and technology management, financial market line business and other businesses in accordance with the working plan of the Board of Supervisors in 2021, and supervised the rectification of issues identified; he organized and implemented the requirements of the "Year of Internal Control and Compliance Management Construction" activities, and attached importance to give play to the joint role of supervision, and presided over and convened joint supervision meetings; in the course of performing his duties, he put forward opinions and suggestions on the formulation of the "Five-Year" Plan, related party transactions, compliance management, reputation risk management, performance assessment and other matters; he participated in the training organized by the Bank for Supervisors to further improve his ability and standard in performing his duties.

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2. *Assessment opinions on the performance of duties of Supervisor MA Shuming in 2021*

From mid-August 2021 to the end of the year, Supervisor MA Shuming performed his duties as an employees' representative Supervisor in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Supervisor MA Shuming is able to devote sufficient time and effort to performing his duties, attended in person all meetings of the Board of Supervisors and the Nomination Committee that he should attend during the year as required, and presided over the meetings of the Board of Supervisors as authorized by the chairman of the Board of Supervisors; he actively attended meetings of the Board of Directors and its special committees, the president's office meetings and special meetings conducted by the president, and provided on-site supervision on the performance of duties of the Board of Directors, senior management and their members; following negative public opinion events in individual branches, he convened and chaired the special meetings for Supervisors in a timely manner and assisted the chairman of the Board of Supervisors in on-site supervision; during inter-session periods, he worked as a member of the Nomination Committee, carefully reviewed the information reports on compliance management, anti-money laundering and other matters, and organized external Supervisors to conduct in-depth research in branches and sub-branches.

In terms of professionalism in performing his duties, Supervisor MA Shuming gave full play to the advantages of being familiar with the operation and management of the Bank, and promoted effective supervision by the Board of Supervisors in line with the Bank's long-term interests. In performing his duties, he put forward professional suggestions to the Board of Directors and senior management on strengthening reputation risk management, compliance management, investigation of abnormal behaviors of employees, the amendments to the assessment measures for performance of duties of Directors and Supervisors; he actively participated in the training organized by the Bank for Supervisors to improve his ability and standard in performing his duties.

3. *Assessment opinions on the performance of duties of Supervisor FAN Zhigui in 2021*

From early 2021 to mid-August 2021, Supervisor FAN Zhigui performed his duties as an employees' representative Supervisor in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Supervisor FAN Zhigui is able to devote sufficient time and effort to performing his duties, and attended in person all meetings of the Board of Supervisors and the Nomination Committee he

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should attend during the year as required; he actively attended the Bank's Shareholders' general meetings, and meetings of the Board of Directors and its special committees as well as president's office, and provided on-site supervision over the performance of duties by the Board of Directors, senior management and their members; he reported to the employee representative meeting on schedule and actively accepted the supervision by employees; during inter-session periods, he worked as a member of the Nomination Committee, and carefully reviewed various information reports on compliance management, anti-money laundering and other matters.

In terms of professionalism in performing his duties, Supervisor FAN Zhigui gave full play to the advantages of being familiar with the Bank's operation and management, and promoted effective supervision of the Board of Supervisors in line with the Bank's long-term interests. In performing his duties, he put forward professional management suggestions to the Board of Directors and senior management on reputation risk, related party transactions and other matters.

(II) External Supervisors

All external Supervisors of the Bank abide by high standards of professional ethics and perform their duties with integrity and independence. In the process of supervision, they are free from influence of substantial Shareholders, members of senior management and other entities or individuals with an interest in the Bank and focus on safeguarding the legitimate rights and interests of small and medium Shareholders and other stakeholders.

1. Evaluation on performance of duties by Supervisor QI Ershi in 2021

In 2021, Supervisor Qi Ershi performed his duties as an external Supervisor in accordance with the laws and regulations, regulatory requirements and the Articles of Association of the bank.

In terms of the performance of the duty of diligence, he attended in person all the meetings of the Board of Supervisors and the Nomination Committee during the year as required; he provided on-site supervision over the operation of the Board and the performance of duties by the Directors and attended the Bank's Shareholders' general meetings, and meetings of the Board of Directors and special committees as required; he attended 12 on-site meetings during the year and reviewed nearly 200 motions and reports before the meetings; as the chairperson of the Nomination Committee under the Board of Supervisors, he promptly organised meetings of special committees and formed collective opinions for submission to the Board of Supervisors; he kept an eye on the Bank's operation and management, and reviewed, during inter-session periods, more than 100 information reports on compliance management, anti-money laundering and other matters; following negative public

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opinion events in individual branches, he attended special meetings for Supervisors and carried out researches in branches and sub-branches; he is able to devote sufficient time and effort to performing his duties, and has worked at the Bank for more than 15 working days.

In terms of professionalism in performance his duties, Supervisor QI Ershi combined his position at the special committee and professional expertise to seriously consider and exercise prudent judgment on the matters submitted to the Board of Supervisors and the Nomination Committee for consideration. During his tenure, he made professional management recommendations to the Board of Directors and senior management on matters such as performance evaluation, basic management, internal audit findings, process optimization, and staff development to promote effective supervision by the Board of Supervisors; he actively participated in the training organized by the Bank for supervisors to continuously improve his ability and standard in performing his duties.

2. Assessment opinions on the performance of duties of Supervisor DIAO Qinyi in 2021

In 2021, Supervisor DIAO Qinyi performed his duties as an external Supervisor in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Supervisor DIAO Qinyi personally attended all meetings of the Board of Supervisors and the supervision committee during the year as required; he provided on-site supervision over the operation of the Board and the performance of duties by the Directors, and actively attended the Shareholders' general meetings of the Bank, and meetings of the Board of Directors and special committees; he attended 19 on-site meetings during the year and reviewed nearly 200 motions and reports before the meetings; as the chairman of the supervision committee under the Board of Supervisors, he promptly organised meetings of special committees and formed collective opinions for submission to the Board of Supervisors; he kept an eye on the Bank's operation and management, and reviewed, during inter-session periods, more than 100 information reports on compliance management, anti-money laundering and other matters; following negative public opinion events in individual branches, he attended special meetings for Supervisors and carried out researches in branches and sub-branches; he is able to devote sufficient time and effort to perform his duties, and has worked at the Bank for more than 15 working days.

In terms of professionalism in performing his duties, Supervisor DIAO Qinyi combined his position at the special committee and his professional expertise to seriously consider and exercise prudent judgment on matters submitted to the Board of Supervisors and the supervision committee for consideration; during his tenure, he made professional recommendations to the Board of Directors and senior

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

management on strengthening reputation risk management, management of related party transactions, compliance management, employee behavior management, data governance and foundation management, asset quality control, case risk identification and disposal accountability, and integration of internal audit resources, on improving consumer protection, on practicing ESG investment philosophy, and on seeking advice on the Fourth “Five-Year” Plan, to promote effective supervision by the Board of Supervisors; he actively participated in the training organized by the Bank for Supervisors to continuously improve his ability and standard in performing his duties.

3. *Assessment opinions on the performance of duties of Supervisor HUI Yung Chris in 2021*

In 2021, Supervisor HUI Yung Chris earnestly performed his duties as an external Supervisor in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank.

In terms of the performance of the duty of diligence, Supervisor HUI Yung Chris personally attended all meetings of the Board of Supervisors and the supervision committee during the year as required; he provided on-site supervision over the operation of the Board and the performance of duties by the Directors, and actively attended the Shareholders’ general meetings of the Bank, and meetings of the Board of Directors and special committees; he attended 16 on-site meetings during the year and reviewed nearly 200 motions and reports before the meetings; he kept an eye on the Bank’s operation and management and related matters within the terms of reference of the supervision committee, and reviewed, during inter-session periods, more than 100 information reports on compliance management, anti-money laundering and other matters; following negative public opinion events in individual branches, he attended special meetings for Supervisors and carried out researches in branches and sub-branches; he is able to devote sufficient time and effort to perform his duties, and has worked at the Bank for more than 15 working days.

In terms of professionalism in performing his duties, Supervisor HUI Yung Chris combined his position at the special committee and his professional expertise to seriously consider and exercise prudent judgment on matters submitted to the Board of Supervisors and the supervision committee for consideration; during his tenure, he made professional recommendations to the Board of Directors and senior management on reputation risk management, accuracy of data reported for supervision, construction and disclosure of related party information system, integration of internal audit resources, enhancement of proactive risk control management capability and improvement of internal control and compliance mechanism, to promote effective supervision by the Board of Supervisors; he actively participated in the training organized by the Bank for Supervisors to continuously improve his ability and standard in performing his duties.

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

Based on the above, in accordance with the Code of Corporate Governance of Banking and Insurance Institutions, Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions and the Measures on Assessment of the Performance of Duties of Supervisors of CHINA BOHAI BANK CO., LTD., it is suggested that the Supervisors including WANG Chunfeng, QI Ershi, DIAO Qinyi, HUI Yung Chris, MA Shuming, FAN Zhigui should be rated as competent in the 2021 assessment of performance of duties.

The report is hereby made.

Schedule: Summary of the Evaluation of the Work of the Board of Supervisors in 2021 by the Supervisors of CHINA BOHAI BANK CO., LTD.

The Board of Supervisors
CHINA BOHAI BANK CO., LTD.
March 2022

Schedule:

Summary of the Evaluation of the Work of the Board of Supervisors in 2021 by the Supervisors of CHINA BOHAI BANK CO., LTD.

	WANG Chunfeng	QI Ershi	DIAO Qinyi	HUI Yung Chris	MA Shuming
Do you think the overall work of the Board of Supervisors was qualified in the performance of duty supervision, financial supervision, internal control supervision, risk management supervision, operating the Board of Supervisors and its special committees in accordance with laws and regulations, and providing independent advices on relevant matters of the Bank in 2021?	Qualified	Qualified	Qualified	Qualified	Qualified

REPORT OF THE BOARD OF SUPERVISORS ON INDEPENDENT OPINIONS ON RELATED MATTERS IN 2021

For the independent opinions on related matters in 2021 of the Board of Supervisors of CHINA BOHAI BANK CO., LTD., please refer to the section “Report of the Board of Supervisors” of the Bank’s 2021 annual report.

NOTICE OF 2021 ANNUAL GENERAL MEETING



CHINA BOHAI BANK CO., LTD.

渤海銀行股份有限公司

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

(Stock Code: 9668)

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting of CHINA BOHAI BANK CO., LTD. (the “**Bank**”) (the “**2021 AGM**”) will be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, May 16, 2022 for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. Report of the Board of Directors for 2021 of CHINA BOHAI BANK CO., LTD.
2. Report of the Board of Supervisors for 2021 of CHINA BOHAI BANK CO., LTD.
3. Report of Final Financial Accounts for 2021 of CHINA BOHAI BANK CO., LTD.
4. Profit Distribution Plan for 2021 of CHINA BOHAI BANK CO., LTD.
5. Financial Budget Report for 2022 of CHINA BOHAI BANK CO., LTD.
6. Investment Plan for 2022 of CHINA BOHAI BANK CO., LTD.
7. Re-appointment of External Auditors for 2022
8. Loan Reduction and Exemption Authorization Plan of CHINA BOHAI BANK CO., LTD.
9. Remuneration of Mr. LI Fuan for 2020
10. Election of Mr. QU Defu as a non-executive Director of the Bank
11. Election of Mr. ZHUANG Qifei as a non-executive Director of the Bank
12. Election of Mr. LUAN Xianzhou as a non-executive Director of the Bank
13. Election of Mr. ZHAO Zhihong as an executive Director of the Bank
14. Election of Mr. CEN Shaoxiong as an independent non-executive Director of the Bank

NOTICE OF 2021 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

15. General Mandate Granted to the Board of Directors to Issue Domestic Shares and/or H Shares
16. Amendments to the Articles of Association of CHINA BOHAI BANK CO., LTD.

The detailed resolutions mentioned above are set out in the Bank's circular dated April 25, 2022 in respect of convening the 2021 AGM.

The following reports will also be listened to at the 2021 AGM by way of written reports:

17. Report on Resignation of Mr. WANG Zhiyong as a Non-executive Director of CHINA BOHAI BANK CO., LTD.
18. Report on Resignation of Mr. CUI Xuesong as a Non-executive Director of CHINA BOHAI BANK CO., LTD.
19. Report on Resignation of Mr. ZHANG Xifang as a Non-executive Director of CHINA BOHAI BANK CO., LTD.
20. Report on Resignation of Mr. LI Yi as an Executive Director of CHINA BOHAI BANK CO., LTD.
21. Report on Resignation of Mr. WANG Ren as an Independent Non-executive Director of CHINA BOHAI BANK CO., LTD.
22. 2021 Report on Related Party Transactions and Management of Related Party Transactions of CHINA BOHAI BANK CO., LTD. issued by the Board of Directors
23. 2021 Assessment Report on the Performance of Duties of the Board of Directors, Senior Management and their Members issued by the Board of Supervisors of CHINA BOHAI BANK CO., LTD.
24. 2021 Report on Self-evaluation of the Board of Supervisors and Assessment of the Performance of Duties of Supervisors of CHINA BOHAI BANK CO., LTD.
25. Report of the Board of Supervisors on Independent Opinions on Related Matters for 2021

By order of the Board
CHINA BOHAI BANK CO., LTD.
LI Fuan
Chairman

April 25, 2022

As at the date of this notice, the board of directors of the Bank comprises Mr. LI Fuan, Mr. QU Hongzhi and Mr. DU Gang as executive directors; Mr. FUNG Joi Lun Alan, Ms. YUAN Wei, Mr. YE Baishou, Mr. HU Aimin and Mr. ZHANG Yunji as non-executive directors; and Mr. MAO Zhenhua, Mr. CHI Guotai, Mr. MU Binrui, Mr. TSE Yat Hong, Mr. WANG Ren and Mr. ZHU Ning as independent non-executive directors.

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notes:

- 1 According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the voting of resolutions contained in the notice of 2021 AGM will be taken by poll.
- 2 In order to determine the shareholders who are entitled to attend the 2021 AGM, the register of members of the Bank has been closed from Friday, April 15, 2022 to Monday, May 16, 2022 (both days inclusive).
- 3 In order to determine the shareholders who are entitled to receive the final dividend for the year of 2021, the register of members of the Bank will be closed from Friday, May 20, 2022 to Wednesday, May 25, 2022 (both days inclusive). In order to be eligible for receiving the final dividend for the year of 2021, holders of H shares whose transfer documents have not been registered shall deposit all transfer documents accompanied by the relevant share certificate(s) at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, May 19, 2022.
- 4 Shareholders who are entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Bank.
- 5 A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.
- 6 If you intend to appoint a proxy to attend the 2021 AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H shares, the proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this form of proxy is signed by a person on behalf of the appointor) should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of domestic shares, the above document(s) should be returned to the office of the board of directors of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postcode: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2021 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2021 AGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.
- 7 The meeting is expected to last for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the meeting.



CHINA BOHAI BANK CO., LTD.

渤海銀行股份有限公司

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

(Stock Code: 9668)

**NOTICE OF THE FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING
OF 2022**

NOTICE IS HEREBY GIVEN that the first domestic shareholders' class meeting of 2022 (the "**Domestic Shareholders' Class Meeting**") of CHINA BOHAI BANK CO., LTD. (the "**Bank**") will be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:30 p.m. on Monday, May 16, 2022 or immediately upon the conclusion of the 2021 annual general meeting, whichever is later, for the purpose of considering, and if thought fit, passing the following resolution:

1. Amendments to the Articles of Association of CHINA BOHAI BANK CO., LTD

By order of the Board
CHINA BOHAI BANK CO., LTD.
LI Fuan
Chairman

April 25, 2022

As at the date of this notice, the board of directors of the Bank comprises Mr. LI Fuan, Mr. QU Hongzhi and Mr. DU Gang as executive directors; Mr. FUNG Joi Lun Alan, Ms. YUAN Wei, Mr. YE Baishou, Mr. HU Aimin and Mr. ZHANG Yunji as non-executive directors; and Mr. MAO Zhenhua, Mr. CHI Guotai, Mr. MU Binrui, Mr. TSE Yat Hong, Mr. WANG Ren and Mr. ZHU Ning as independent non-executive directors.

NOTICE OF THE FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING OF 2022

Notes:

- 1 The voting of resolutions in the notice of the Domestic Shareholders' Class Meeting will be taken by poll.
- 2 In order to determine the shareholders who are entitled to attend the Domestic Shareholders' Class Meeting, the register of members of the Bank has been closed from Friday, April 15, 2022 to Monday, May 16, 2022 (both days inclusive).
- 3 Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Bank.
- 4 A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.
- 5 If you intend to appoint a proxy to attend the Domestic Shareholders' Class Meeting, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of domestic shares, the above document(s) should be returned to the office of the board of directors of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postcode: 300012; and in any event, not later than 24 hours before the time appointed for holding the Domestic Shareholders' Class Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Domestic Shareholders' Class Meeting or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.
- 6 The Domestic Shareholders' Class Meeting is expected to last for no more than half a day. Shareholders who attend the Domestic Shareholders' Class Meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the Domestic Shareholders' Class Meeting.

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2022



CHINA BOHAI BANK CO., LTD.
渤海銀行股份有限公司

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

(Stock Code: 9668)

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2022

NOTICE IS HEREBY GIVEN that the first H shareholders' class meeting of 2022 of CHINA BOHAI BANK CO., LTD. (the "**Bank**") (the "**H Shareholders' Class Meeting**") will be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 3:00 p.m. on Monday, May 16, 2022 or immediately upon the conclusion of the first domestic shareholders' class meeting of 2022, whichever is later, for the purpose of considering, and if thought fit, passing the following resolution:

1. Amendments to the Articles of Association of CHINA BOHAI BANK CO., LTD.

By order of the Board
CHINA BOHAI BANK CO., LTD.

LI Fuan
Chairman

April 25, 2022

As at the date of this notice, the board of directors of the Bank comprises Mr. LI Fuan, Mr. QU Hongzhi and Mr. DU Gang as executive directors; Mr. FUNG Joi Lun Alan, Ms. YUAN Wei, Mr. YE Baishou, Mr. HU Aimin and Mr. ZHANG Yunji as non-executive directors; and Mr. MAO Zhenhua, Mr. CHI Guotai, Mr. MU Binrui, Mr. TSE Yat Hong, Mr. WANG Ren and Mr. ZHU Ning as independent non-executive directors.

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2022

Notes:

- 1 The voting of resolutions at the H Shareholders' Class Meeting will be taken by poll.
- 2 In order to determine the shareholders who are entitled to attend the H Shareholders' Class Meeting, the register of members of the Bank has been closed from Friday, April 15, 2022 to Monday, May 16, 2022 (both days inclusive).
- 3 Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Bank.
- 4 A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.
- 5 If you intend to appoint a proxy to attend the H Shareholders' Class Meeting, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H shares, the proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this form of proxy is signed by a person on behalf of the appointor) should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event, not later than 24 hours before the time appointed for holding the H Shareholders' Class Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the H Shareholders' Class Meeting or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.
- 6 The H Shareholders' Class Meeting is expected to last for no more than half a day. Shareholders who attend the H Shareholders' Class Meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the H Shareholders' Class Meeting.