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# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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**JIANGXI BANK CO., LTD.\***

**江西銀行股份有限公司\***

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

**(Stock Code: 1916)**

**ELECTION OF DIRECTORS OF THE THIRD SESSION OF  
THE BOARD OF DIRECTORS  
ELECTION OF SUPERVISORS OF THE THIRD SESSION OF  
THE BOARD OF SUPERVISORS  
2021 WORK REPORT OF THE BOARD OF DIRECTORS  
2021 WORK REPORT OF THE BOARD OF SUPERVISORS  
2021 ANNUAL FINANCIAL STATEMENTS REPORT  
2022 FINANCIAL BUDGET PLAN  
2021 PROFIT DISTRIBUTION PLAN  
2022 CAPITAL EXPENDITURE PLAN  
ENGAGEMENT OF AUDIT INSTITUTIONS FOR 2022  
FORMULATION OF THE RULES OF PROCEDURE  
OF THE BOARD OF DIRECTORS (2022 VERSION)  
AMENDMENTS TO THE RULES OF PROCEDURE OF  
THE BOARD OF SUPERVISORS  
AMENDMENTS TO THE WORKING RULES FOR EXTERNAL SUPERVISORS  
AMENDMENTS TO THE WORKING RULES FOR INDEPENDENT DIRECTORS  
AMENDMENTS TO THE REMUNERATION PACKAGE  
FOR INDEPENDENT DIRECTORS  
EXTENSION OF THE VALIDITY PERIOD AND AUTHORIZATION PERIOD OF  
THE ISSUANCE OF UNDATED CAPITAL BONDS  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AMENDMENTS TO THE RULES OF PROCEDURE  
REGARDING GENERAL MEETINGS  
AMENDMENTS TO THE MEASURES FOR EQUITY MANAGEMENT  
FORMULATION OF BEHAVIOR SUPERVISION MEASURES  
FOR MAJOR SHAREHOLDER  
NOTICE OF THE 2021 AGM  
AND  
NOTICE OF THE 2022 FIRST CLASS MEETING OF H SHAREHOLDERS**

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The Letter from the Board is set out on pages 4 to 18 of this circular.

The Bank will respectively convene the AGM, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders sequentially at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on June 28, 2022 (Tuesday). The notice of AGM and the notice of the Class Meeting of H Shareholders are respectively set out on pages 249 to 254 and pages 255 to 257 of this circular.

Whether or not you are attending and/or voting at the AGM and/or the Shareholders' Class Meetings, you are requested to complete the forms of proxy attached to this circular in accordance with the instructions printed thereon, and return it to the H Share Registrar (for H Shareholders) or to the office of the Board of the Bank (for Domestic Shareholders) in any event not less than 24 hours before the scheduled time for holding the AGM and/or the Shareholders' Class Meetings (i.e. by 9:30 a.m. on June 27, 2022 (Monday) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending in person or voting at the AGM and/or the Shareholders' Class Meetings or any adjournment thereof should you so wish.

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.

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

May 27, 2022

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## DEFINITIONS

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

“AGM”, “Annual General Meeting”, “2021 AGM” or “2021 Annual General Meeting”	the 2021 Annual General Meeting of the Bank to be held at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on June 28, 2022 (Tuesday)
“Behavior Supervision Measures for Major Shareholder”	Behavior Supervision Measures for Major Shareholder of Jiangxi Bank Co., Ltd.
“Class Meeting of H Shareholders” or “2022 First Class Meeting of H Shareholders”	the 2022 first class meeting of H Shareholders of the Bank to be held on June 28, 2022 (Tuesday) immediately following the completion of the Annual General Meeting and the 2022 First Class Meeting of Domestic Shareholders or any adjournment thereof at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC
“Class Meeting of Domestic Shareholders” or “2022 First Class Meeting of Domestic Shareholders”	the 2022 first class meeting of Domestic Shareholders of the Bank to be held on June 28, 2022 (Tuesday) immediately following the completion of the Annual General Meeting or any adjournment thereof at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC
“Shareholders’ Class Meetings”	The Class Meeting of Domestic Shareholders and Class Meeting of H Shareholders
“Articles of Association”	articles of association of the Bank (as amended from time to time)
“Bank”	Jiangxi Bank Co., Ltd.*, a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank

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## DEFINITIONS

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“Company Law”	the Company Law of the People’s Republic of China
“CBIRC”	China Banking and Insurance Regulatory Commission
“China” or “PRC”	the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary shares in the Bank’s share capital, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in full in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Group”	the Bank and its subsidiaries
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
“H Share(s)”	overseas listed Shares in the Bank’s share capital, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“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
“Latest Practicable Date”	May 24, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Measures for Equity Management”	Measures for Equity Management of Jiangxi Bank Co., Ltd.
“MOF”	the Ministry of Finance of the People’s Republic of China

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## DEFINITIONS

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“RMB”	Renminbi, the lawful currency of the PRC, unless otherwise stated, the monetary amounts listed in the Letter from the Board of this circular refer to RMB
“Rules of Procedure of The Board of Directors (2022 Version)”	Rules of Procedure of The Board of Directors of Jiangxi Bank Co., Ltd. (2022 Version)
“Rules of Procedure of the Board of Supervisors”	Rules of Procedure of the Board of Supervisors of Jiangxi Bank Co., Ltd.
“Remuneration Package for Independent Directors”	Remuneration Package for Independent Directors of Jiangxi Bank Co., Ltd.
“Rules of Procedure Regarding General Meetings”	Rules of Procedure Regarding General Meetings of Jiangxi Bank Co., Ltd.
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank
“Working Rules for External Supervisors”	Working Rules for External Supervisors of Jiangxi Bank Co., Ltd.
“Working Rules for Independent Directors”	Working Rules for Independent Directors of Jiangxi Bank Co., Ltd.
“%”	percent

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

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LETTER FROM THE BOARD

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江西銀行股份有限公司\*

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

(Stock Code: 1916)

*Executive Directors:*

Mr. LUO Yan

*Non-executive Directors:*

Mr. LI Zhanrong

Mr. LIU Sanglin

Mr. DENG Jianxin

Ms. ZHUO Liping

Mr. YU Minxin

*Independent Non-executive Directors:*

Ms. ZHANG Rui

Ms. ZHANG Wangxia

Mr. WONG Hin Wing

Ms. WANG Yun

*Registered office in the PRC:*

Jiangxi Bank Tower

No. 699 Financial Street

Honggutan New District

Nanchang

Jiangxi Province

the PRC

*Principal place of business*

*in Hong Kong:*

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

Dear Shareholders,

**ELECTION OF DIRECTORS OF THE THIRD SESSION OF  
THE BOARD OF DIRECTORS  
ELECTION OF SUPERVISORS OF THE THIRD SESSION OF  
THE BOARD OF SUPERVISORS  
2021 WORK REPORT OF THE BOARD OF DIRECTORS  
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FOR MAJOR SHAREHOLDER  
NOTICE OF THE 2021 AGM  
AND  
NOTICE OF THE 2022 FIRST CLASS MEETING OF H SHAREHOLDERS**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The Bank will convene the AGM and the Shareholders' Class Meetings on June 28, 2022 (Tuesday) and notices thereof are set out on pages 249 to 257 of this circular.

Ordinary resolutions to be proposed at the AGM to approve include: 1. the election of Directors of the third session of the Board of Directors (voted item by item); 2. the election of Supervisors of the third session of the Board of Supervisors (voted item by item); 3. the 2021 work report of the Board of Directors; 4. the 2021 work report of the Board of Supervisors; 5. the 2021 annual financial statements report; 6. the 2022 financial budget plan; 7. the 2021 profit distribution plan; 8. the 2022 capital expenditure plan; 9. the engagement of audit institutions for 2022; 10. the Formulation of the Rules of Procedure of The Board of Directors (2022 Version); 11. the Amendments to the Rules of Procedure of the Board of Supervisors; 12. the Amendments to the Working Rules for External Supervisors; 13. the Amendments to the Working Rules for Independent Directors; and 14. the Amendments to the Remuneration Package for Independent Directors.

Special resolutions to be proposed at the AGM to approve include: 15. the extension of the validity period and authorization period of the issuance of undated capital bonds; 16. the Amendments to the Articles of Association; 17. the Amendments to the Rules of Procedure Regarding General Meetings; 18. the Amendments to the Measures for Equity Management; 19. the Formulation of Behavior Supervision Measures for Major Shareholder.

Matters to be proposed at the AGM for the Shareholders to consider and report are: 20. Special Report on Related Party Transactions for 2021; 21. Report on "2021-2025" Strategy Planning.

Special resolutions to be proposed at the Shareholders' Class Meetings to approve include: 1. the extension of the validity period and authorization period of the issuance of undated capital bonds; 2. the Amendments to the Articles of Association; 3. the Amendments to the Rules of Procedure Regarding General Meetings; 4. the Amendments to the Measures for Equity Management; and 5. the Formulation of Behavior Supervision Measures for Major Shareholder.

The purpose of this circular is to set out the notices of the AGM and the Shareholders' Class Meetings and provide you with the details of the aforesaid resolutions and reporting matters.

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## LETTER FROM THE BOARD

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### II. MATTERS TO BE HANDLED AT THE AGM AND THE SHAREHOLDERS' CLASS MEETINGS

#### 1. Election of Directors of the Third Session of the Board of Directors

Reference is made to the announcement of the Bank dated May 24, 2022 in relation to, among others, the election of Directors of the third session of the Board of Directors.

The term of office of the second session of the Board of the Bank will expire. In accordance with the Articles of Association and taking into account the domestic and overseas regulatory requirements such as the Listing Rules, the Bank will conduct the re-election of the third session of the Board of Directors.

In accordance with the relevant provisions of the Company Law and the Articles of Association, the Board of Directors proposed:

- (1) To re-elect Ms. ZHUO Liping and Mr. Yu Minxin as non-executive Directors of the third session of the Board; Mr. WONG Hin Wing and Ms. WANG Yun as independent non-executive Directors of the third session of the Board; and
- (2) To nominate Ms. ZENG Hui and Mr. LUO Xiaolin as executive Directors of the third session of the Board; Mr. DENG Yonghang, Ms. XIONG Jiemin and Mr. LI Shuiping as non-executive Directors of the third session of the Board; and Mr. YANG Ailin and Mr. LIU Xinghua as independent non-executive Directors of the third session of the Board.

According to the Articles of Association, the term of office of the Board shall be three years. The term of office of Ms. ZHUO Liping, Mr. YU Minxin, Mr. WONG Hin Wing and Ms. WANG Yun will commence from the date of approval by the Shareholders until the expiration of the term of the third session of the Board. The appointments of Ms. ZENG Hui, Mr. LUO Xiaolin, Mr. DENG Yonghang, Ms. XIONG Jiemin, Mr. LI Shuiping, Mr. YANG Ailin and Mr. LIU Xinghua are subject to the approval of their qualifications as Directors by the China banking and insurance regulatory authorities. Accordingly, their terms of office shall commence from the date of approval of their qualifications as Directors by the China banking and insurance regulatory authorities to the expiry of the term of the third session of the Board. Due to the expiration of the term of office, the Board will no longer nominate Mr. LI Zhanrong, Mr. LIU Sanglin, Mr. DENG Jianxin, Ms. ZHANG Rui and Ms. ZHANG Wangxia, being members of the second session of the Board, to participate in the election of the third session of the Board. Each of Mr. LI Zhanrong, Mr. LIU Sanglin, Mr. DENG Jianxin, Ms. ZHANG Rui and Ms. ZHANG Wangxia has confirmed that he/she has no disagreement with the Board on his/her resignation and there is no matter relating to his/her resignation that needs to be brought to the attention of the Shareholders of the Bank.

Biographies of the Director candidates of the third session of the Board of Directors are set out in Appendix I to this circular.



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## LETTER FROM THE BOARD

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Each of the candidates for independent non-executive Directors has confirmed that he/she meets the independence criteria as set out in Rule 3.13 of the Listing Rules. The nomination of each of the candidates for independent non-executive Directors is in accordance with the Articles of Association, and shall be nominated by the Board and submitted to the general meeting of the Bank for consideration and approval after taking into account their past experience, skills background, knowledge, experience, independence and the specific needs of the Bank. Mr. WONG Hin Wing and Ms. WANG Yun have years of experience in corporate governance and finance and accounting, respectively. Mr. YANG Ailin and Mr. LIU Xinghua have extensive experience and professional skills in the legal and financial fields, respectively, and they have a good reputation in the relevant fields. They serve as independent non-executive Directors of the Bank and can maintain the diversity of the Board members and bring extensive expertise and experience to the Board. Please refer to the biographical details of each of the candidates for independent non-executive Directors for further details.

As of the Latest Practicable Date, save as the circular disclosed, each of the proposed Directors has confirmed that (i) he/she does not have any other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank; (ii) he/she does not have any interests in the Shares of the Bank within the meaning of Part XV of Securities and Futures ordinance (Chapter 571 of the Laws of Hong Kong); (iii) he/she has not held any directorship in other listed companies or any other positions in any members of the Group in the past three years; and (iv) there is no further information that should 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 of the Bank.

The Bank will enter into a service contract with each of the members of the third session of the Board upon their appointments being approved at the AGM and becoming effective. During their terms of office with the Bank, the executive Directors will receive corresponding remuneration based on their positions in the Bank, mainly including basic salary, performance-based salary, various social insurance, employee benefits and the employer's contribution to the housing provident fund. Their remuneration will be determined in accordance with the relevant regulations and the annual assessment results. After the end of each year, the Remuneration and Nomination Committee of the Board will formulate the remuneration payment plan and submit it to the Board for consideration. The Bank will disclose the relevant remuneration when it is determined. For details of the remuneration, please refer to the annual report to be published by the Bank in due course. Non-executive Directors will not receive any remuneration from the Bank during their terms of office. According to the Remuneration Package for Independent Directors of the Bank, the total annual remuneration of domestic independent non-executive Directors is RMB150,000 (before tax) and the total annual remuneration of overseas independent non-executive Directors is RMB200,000 (before tax).

This proposal was considered and passed at the meeting of the Board of Directors held on May 24, 2022, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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### 2. Election of Supervisors of the Third Session of the Board of Supervisors

Reference is made to the announcement of the Bank dated May 24, 2022 in relation to, among others, the election of the non-employee representative Supervisors of the third session of the Board of Supervisors.

The term of office of the second session of the Board of Supervisors of the Bank will expire. In accordance with the Articles of Association and taking into account the domestic and overseas regulatory requirements such as the Listing Rules, the Bank will conduct the re-election of the third session of the Board of Supervisors.

In accordance with the relevant provisions of the Company Law and the Articles of Association, after qualification review and recommendation by the Nomination Committee of the Board of Supervisors, the Board of Supervisors proposed that:

- (1) To re-elect Mr. ZHOU Minhui and Mr. WANG Ruiqiang as shareholder Supervisors of the third session of the Board of Supervisors; and
- (2) To nominate Mr. LI Xunlei, Mr. LUO Ping and Ms. WANG Guizhi as external Supervisors of the third session of the Board of Supervisors; Mr. HE Nan as a shareholder Supervisor of the third session of the Board of Supervisors.

Upon approval at the AGM, the above non-employee representative Supervisors, together with the employee representative Supervisor of the third session of the Board of Supervisors appointed at the employee representatives' meeting of the Bank, will form the third session of the Board of Supervisors of the Bank. The Bank will make further announcement(s) in relation to the appointment of the employee representative Supervisor in due course. According to the Articles of Association, the term of office of the Board of Supervisors shall be three years. Their terms of office will commence from the date of approval by the Shareholders until the expiry of the term of the third session of the Board of Supervisors. Due to the expiration of the term of office, Mr. SHI Zhongliang, Ms. LI Danlin, Mr. SHI Jing and Mr. YU Han, being members of the second session of the Board of Supervisors of the Bank, will not participate in the re-election of the third session of the Board of Supervisors. They will cease to be Supervisors upon from the date when the election of Supervisors of the third session of the Board of Supervisors is considered and approved at the AGM. Each of Mr. SHI Zhongliang, Ms. LI Danlin, Mr. SHI Jing and Mr. YU Han has confirmed that he/she has no disagreement with the Board of Supervisors on any matter and there is no matter relating to his/her resignation that needs to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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Biographies of the non-employee representative Supervisor candidates of the third session of the Board of Supervisors are set out in Appendix II to this circular.

As of the Latest Practicable Date, save as the circular disclosed, each of the above candidates for the non-employee representative Supervisors has confirmed that (i) he/she does not have any other relationship with any Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank; (ii) he/she does not have any interests in the Shares of the Bank within the meaning of Part XV of Securities and Futures ordinance (Chapter 571 of the Laws of Hong Kong); (iii) he/she has not held any directorship in other listed companies or any other positions in any members of the Group in the past three years; and (iv) there is no further information that should be disclosed pursuant to Rule 13.51(2)(h) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders of the Bank.

The Bank will enter into a service contract with each of the members of the third session of the Board of Supervisors upon their appointments being approved at the AGM and becoming effective. According to the Remuneration Package for External Supervisors of the Bank, the total annual remuneration of domestic external Supervisors is RMB150,000, and the total annual remuneration of overseas external Supervisors is RMB200,000. Shareholder Supervisors will not receive any remuneration for serving as a Supervisor of the Bank.

This proposal was considered and passed at the meeting of the Board of Supervisors held on May 24, 2022, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

### **3. 2021 Work Report of the Board of Directors**

For details of the Report of the Board of Directors for the year ended December 31, 2021, please refer to the chapter of "Report of the Board of Directors" included in the 2021 Annual Report published by the Bank.

### **4. 2021 Work Report of the Board of Supervisors**

For details of the Report of the Board of Supervisors for the year ended December 31, 2021, please refer to the chapter of "Report of the Board of Supervisors" included in the 2021 Annual Report published by the Bank.

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## LETTER FROM THE BOARD

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### **5. 2021 Annual Financial Statements Report**

In 2021, under the correct leadership of the Provincial Party Committee and Provincial Government, under the scientific guidance and effective supervision of the competent and regulatory authorities, and with the support of Shareholders and various sectors of the society, the Bank focused on various work requirements to safeguard the position of “pacesetter of Jiangxi financial army”, reformed, innovated and overcome difficulties, and achieved good operating results. For details of the audited financial statements of the Bank for the year ended December 31, 2021 prepared in accordance with the International Financial Reporting Standards, please refer to the financial statements in the 2021 Annual Report published by the Bank.

This proposal was considered and passed at the meeting of the Board held on March 25, 2022, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders’ consideration and approval.

### **6. 2022 Financial Budget Plan**

The year of 2022 is the year in which the 20th National Congress of the CPC was held and a key year for the Bank to implement its second five-year strategic plan. The Bank will focus on the work arrangements of the economic conference of the provincial party committees and governments, resolutely implement the requirements of Jiangxi Provincial Department of Finance and other competent and regulatory authorities, focus on the goal of “setting examples and contending for first place”, implement the working principles of “controlling risks, making structural adjustments and ensuring steady growth”, and strive to promote the high-quality development of the Bank with the “eight major tasks” as the starting point. This Budget Plan is prepared in accordance with the overall work requirements and business objectives of the Bank and in combination with the second five-year strategic plan of the Bank.

In 2022, the second five-year strategic plan of the Bank will be taken as the development path, and the overall business objectives are as follows: an increase of 8% in asset size, an increase of RMB44 billion in loans, an average daily increase of RMB30 billion in deposits, a growth rate of 5% in operating income, and a growth rate of 10% in net profit; with the non-performing loan ratio be kept within 2%; with the projects in inclusive development, green development, rural revitalization, manufacturing and other fields completed; and with various regulatory indicators meet regulatory requirements to ensure that no major cases or major liability accidents occur throughout the year.

This proposal was considered and passed at the meeting of the Board held on March 25, 2022, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders’ consideration and approval.

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## LETTER FROM THE BOARD

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### 7. 2021 Profit Distribution Plan

The Bank (the parent company)'s audited net profit in 2021 was RMB1.939 billion. The Bank preliminarily proposed the 2021 profit distribution plan according to the relevant requirements provided in the Accounting Standard for Business Enterprises and the Financial Rules for Financial Enterprises, together with the Bank's operating results for 2021, shareholders' intention and requirements, external financing environment and other factors, and taking into the strategic planning and development vision for the next five years. The specific plan is reported as follows:

- (1) the statutory surplus reserve fund will be appropriated as to 10% of the net profit in this year, amounting to RMB193.92 million;
- (2) Pursuant to the "Measures on Impairment Allowances for Financial Enterprises (Cai Jing [2012] No. 20)" issued by the MOF, the general risk reserve will be appropriated as to 1.5% of the balance of risk assets as at the end of the year, amounting to RMB576.90 million;
- (3) Based on 6.024 billion ordinary Shares, a cash dividend of RMB0.5 (tax inclusive) for every 10 shares, totaling RMB301.21 million (tax inclusive) was distributed to all ordinary Shareholders whose names appeared on the register of members of the Bank.

The Bank will distribute to the Shareholders whose names appear in the register of members of the Bank on July 10, 2022 (Sunday) a final dividend of RMB0.05 (tax inclusive) per Share in cash for the year ended December 31, 2021 (the "2021 Final Dividend") in an aggregate amount of RMB301.2 million (tax inclusive). The 2021 Final Dividend will be denominated and declared in RMB. Distribution of the dividends to the holders of Domestic Shares will be paid in RMB, while dividends to the holders of H Shares will be paid in equivalent Hong Kong dollars. For the purpose of conversion, RMB will be converted into Hong Kong dollars based on the average middle exchange rate as announced by the People's Bank of China in five business days before June 28, 2022 (Tuesday) (inclusive), i.e. the date of the Bank's AGM. It is expected the dividend will be paid to Shareholders on August 26, 2022 (Friday).

The H Share register of members of the Bank will be closed from July 5, 2022 (Tuesday) to July 10, 2022 (Sunday), both days inclusive, during which period no transfer of H Shares will be effected. In order to be eligible for receiving the 2021 Final Dividend, all transfer documents together with relevant share certificates and other appropriate documents shall be sent to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on July 4, 2022 (Monday).

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## LETTER FROM THE BOARD

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This proposal was considered and passed at the meeting of the Board held on March 25, 2022, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

### **8. 2022 Capital Expenditure Plan**

According to the requirements of the Bank's strategic development plan, the Bank has prepared the 2022 capital expenditure plan based on the principle of prudence and rationality to allocate reasonable financial resources and provide effective guarantees for business development. The full text of the plan is set out in Appendix III to this circular.

This proposal was considered and passed at the meeting of the Board held on March 25, 2022, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

### **9. Engagement of Audit Institutions for 2022**

Reference is made to the announcement of the Bank dated May 24, 2022 in relation to the proposed change of auditors.

KPMG Huazhen LLP and KPMG, as the domestic and overseas auditors of the Bank, have provided audit services to the Bank for many consecutive years. According to the results of the tender selection and appointment conducted by the Bank in accordance with relevant regulations of the Administrative Measures for the Appointment of Accounting Firms by State-owned Financial Enterprises (《國有金融企業選聘會計師事務所管理辦法》) (Cai Jin [2020] No. 6) of the MOF, as proposed by the audit committee of the Board, the Board resolved on May 24, 2022 to propose to appoint BDO Limited and BDO China Shu Lun Pan Certified Public Accountants LLP as the overseas and domestic auditors of the Bank for 2022, respectively, and the service fees will be RMB4.95 million in total, with their terms of office shall commence from the date of approval of the resolution at the AGM and shall expire at the date of conclusion of the AGM of the Bank for 2022.

KPMG has confirmed that there are no matters in relation to its cessation as the auditor of the Bank that need to be brought to the attention of the Shareholders. The Board of Directors confirms that there are no disagreements or unresolved matters between the Bank and KPMG and KPMG Huazhen LLP regarding the above changes.

This proposal was considered and passed at the meeting of the Board held on May 24, 2022, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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### **10. Formulation of the Rules of Procedure of the Board of Directors (2022 Version)**

In order to ensure the efficient operation and scientific decision-making of the Board of Directors, the Bank has reformulated the Rules of Procedure of the Board of Directors (2022 Version) based on the latest laws, regulations and regulatory policy requirements and the actual situation of the Bank. The full text of which is set out in Appendix IV to this circular.

This proposal was considered and passed at the meeting of the Board held on May 24, 2022, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

### **11. Amendments to the Rules of Procedure of the Board of Supervisors**

In order to align with the latest laws, regulations and regulatory policy requirements, the Bank made amendments to the Rules of Procedure of the Board of Supervisors, details of which are set out in Appendix V to this circular.

This proposal was considered and passed at the meeting of the Board held on December 16, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

### **12. Amendments to the Working Rules for External Supervisors**

In order to align with the latest laws, regulations and regulatory policy requirements, the Bank made amendments to the Working Rules for External Supervisors, details of which are set out in Appendix VI to this circular.

This proposal was considered and passed at the meeting of the Board of Supervisors held on December 16, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

### **13. Amendments to the Working Rules for Independent Directors**

In order to ensure the efficient operation and scientific decision-making of the governance of the Bank, the Bank has made amendments to the Working Rules for Independent Directors based on the latest laws, regulations and regulatory policy requirements and the actual situation of the Bank. Details of the amendments are set out in Appendix VII to this circular.

This proposal was considered and passed at the meeting of the Board held on December 16, 2021, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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### 14. Amendments to the Remuneration Package for Independent Directors

In accordance with the Corporate Governance Standards of Banking and Insurance Institutions, the Measures on Assessment of the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (Trial), and the Articles of Association, the Bank revised the following remuneration package for independent Directors and linked it with the performance appraisals, to ensure the independent Directors perform their respective duties in an effective manner.

Original text:

#### “III. Key Indicators of Performance Appraisals on the Independent Directors

1. Working days: each Independent Directors shall work at the Bank for no less than 15 working days a year, of which: working as a member of the Risk Management Committee, the Related-Party Transactions Control Committee and the Audit Committee for no less than 25 working days a year;
2. Meeting attendance: each Independent Director shall attend the Shareholders’ general meetings, and the regular meetings of the Board and special committees in person for no less than 10 times a year;”

Revised as:

#### “III. Key Indicators of Performance Appraisals on the Independent Directors

1. Working days: each Independent Directors shall work at the Bank for no less than 15 working days a year, of which: working as a member of the Risk Management Committee, the Related-Party Transactions Control Committee and the Audit Committee for no less than 20 working days a year;
2. Meeting attendance: each Independent Director shall attend at least two thirds of the Shareholders’ general meetings, and the regular meetings of the Board and special committees in person each year.”

This proposal was considered and passed at the meeting of the Board held on March 25, 2022, which is currently proposed to the AGM by way of ordinary resolution for Shareholders’ consideration and approval.



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## LETTER FROM THE BOARD

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### **15. Extension of the Validity Period and Authorization Period of the Issuance of Undated Capital Bonds**

In order to enhance the Bank's capital strength, the Bank's Shareholders' general meeting considered and approved the Proposal on the Issuance of Undated Capital Bonds on May 31, 2019, and resolved to approve the issuance of undated capital bonds of no more than RMB9 billion by the Bank within 36 months (before May 31, 2022), and to authorize the Board and agree that the Board further authorizes the senior management to handle all matters concerning the issuance of undated capital bonds in their absolute discretion.

The Bank initiated the application and issuance of the first tranche of undated capital bonds in 2020, and obtained the approval for issuance no more than RMB8 billion from the PBOC in February 2021, and completed the issuance of the first tranche of undated capital bonds with a total amount of RMB4 billion in August 2021. The remaining issuance quota of RMB4 billion was originally planned to be issued in March 2022. However, due to the change of actual situation, there is uncertainty as to whether the issuance can be successfully completed within the authorization period of the general meeting. In order to ensure the smooth issuance of the remaining quota, it is proposed to extend the validity period and authorization period of the issuance of undated capital bonds to February 1, 2023 (the administrative permission period of the PBOC), and other terms and conditions remain unchanged.

This resolution was considered and passed at the meeting of the Board held on March 25, 2022, which is currently proposed to the AGM by way of special resolution for Shareholders' consideration and approval.

### **16. Amendments to the Articles of Association**

Reference is made to the announcement of the Bank dated December 21, 2021, March 25, 2022 and May 24, 2022 regarding the proposed amendments to the Articles of Association.

In order to enhance the accuracy and completeness of the Articles of Association, the Board proposed to amend the Articles of Association in accordance with the latest laws, regulations and regulatory policy requirements and taking into account the actual situation of the Bank. Details of the amendments to the Articles of Association are set out in Appendix VIII to this circular.

The proposed amendments to the Articles of Association are subject to passing of a special resolution at the general meeting and the approval of relevant PRC banking regulatory authority.

This proposal was considered and passed at the meeting of the Board held on December 16, 2021, March 25, 2022 and May 24, 2022, which is currently proposed to the AGM by way of special resolutions for Shareholders' consideration and approval.

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## LETTER FROM THE BOARD

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### **17. Amendments to the Rules of Procedure Regarding General Meetings**

In order to ensure the efficient operation and scientific decision-making of the Shareholders' General Meetings, the Bank has made amendments to the Rules of Procedure Regarding General Meetings based on the latest laws, regulations and regulatory policy requirements and the actual situation of the Bank. Details of the amendments are set out in Appendix IX to this circular.

This proposal was considered and passed at the meeting of the Board held on December 16, 2021, which is currently proposed to the AGM by way of special resolutions for Shareholders' consideration and approval.

### **18. Amendments to the Measures for Equity Management**

In accordance with the requirements of the Code of Corporate Governance for Banking and Insurance Institutions and the Notice of the General Office of the CBIRC on Further Strengthening the Management of Shareholders' Commitments of Banking and Insurance Institutions issued by the CBIRC, in order to further regulate the Shareholders' behavior of the Bank and protect the legitimate rights and interests of the Bank, depositors and other customers, the Bank amended the relevant contents of the Measures for Equity Management. Details of the amendments are set out in Appendix X to this circular.

This proposal was considered and passed at the meeting of the Board held on December 16, 2021, which is currently proposed to the AGM by way of special resolutions for Shareholders' consideration and approval.

### **19. Formulation of Behavior Supervision Measures for Major Shareholder**

In accordance with the requirements of the Notice on the Measures for Supervising the Conduct of Major Shareholders of Banking and Insurance Institutions (for Trial Implementation) issued by the CBIRC, the Bank has formulated the Behavior Supervision Measures for Major Shareholder to further regulate the behavior of major Shareholders of the Bank and protect the legitimate rights and interests of the Bank and stakeholders. The full content of the Measures is set out in Appendix XI to this circular.

This proposal was considered and passed at the meeting of the Board held on December 16, 2021, which is currently proposed to the AGM by way of special resolutions for Shareholders' consideration and approval.

### **20. Special Report on Related Party Transactions for 2021**

Shareholders will listen to the Special Report on Related Party Transactions of the Bank for 2021 at the AGM, the full text of which is set out in Appendix XII to this circular.

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## LETTER FROM THE BOARD

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### **21. Report on “2021-2025” Strategy Planning**

The Shareholders will listen to the Report on “2021-2025” Strategy Planning of Jiangxi Bank at the AGM, the full text of which is set out in Appendix XIII to this circular.

### **III THE AGM AND THE SHAREHOLDERS’ CLASS MEETINGS**

The Bank proposes to convene the AGM, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders in succession, at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on June 28, 2022 (Tuesday) to consider and, if thought fit, approve the matters set out in the Notice of AGM and the Notice of the Shareholders’ Class Meetings. The form of proxy has been sent in accordance with the Listing Rules and the Articles of Association on May 27, 2022 (Friday). The Notice of AGM and the Notice of the Class Meeting of H Shareholders are set out in Appendix XIV and Appendix XV to this circular respectively.

Whether or not you intend to attend and/or vote at the AGM and/or the Shareholders’ Class Meetings, you are requested to complete and return the form of proxy attached to this circular in accordance with the instructions printed thereon.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and/or the Shareholders’ Class Meetings or any adjournment thereof should you so wish, and the completion and return of the reply slip will not preclude any Shareholder from attending and voting at the meeting.

### **IV METHODS OF VOTING AT THE AGM AND THE SHAREHOLDERS’ CLASS MEETINGS**

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the AGM and/or the Shareholders’ Class Meetings shall be taken by the way of poll.

Please be advised that pursuant to Article 72 of the Articles of Association, if Shareholders fail to repay the loans granted by the Bank when due, or when the number of Shares of the Bank pledged by them reaches or exceeds fifty percent of the total Shares in the Bank held by them, the voting rights of such Shareholders at Shareholders’ general meetings and/or Shareholder’s Class Meetings and the voting rights of the Directors appointed by such Shareholders at meetings of the Board shall be correspondingly terminated until the relevant circumstances come to an end.

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## LETTER FROM THE BOARD

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### V CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM AND THE SHAREHOLDERS' CLASS MEETINGS

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM and the Shareholders' Class Meetings, the Bank's register of members will be closed from May 28, 2022 (Saturday) to June 28, 2022 (Tuesday), both days inclusive, during which period no transfer of Shares will be effected. The Shareholders listed on the Bank's register of Shareholders on June 28, 2022 (Tuesday) shall be entitled to attend and vote at the AGM and the Shareholders' Class Meetings.

In order to be eligible for attending and voting at the AGM and the Shareholders' Class Meetings, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the office of the Board of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC (for Domestic Shareholders) or to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) before 4:30 p.m. on May 27, 2022 (Friday).

### VI RECOMMENDATION

The Board (including the independent non-executive Directors) considers that each of the ordinary and special resolutions to be proposed at the AGM and the Shareholders' Class Meetings is in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all resolutions to be proposed at the AGM and the Shareholders' Class Meetings.

### VII OTHER INFORMATION

You are kindly requested to pay attention to other information as set out in Appendices I to XIII to this circular.

**The Board of Directors of  
Jiangxi Bank Co., Ltd.\***

Nanchang, China, May 27, 2022

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

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

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### I. EXECUTIVE DIRECTOR CANDIDATES

**Ms. ZENG Hui (曾暉)**, aged 51, a postgraduate with a master's degree in economics, is currently the secretary of the Party Committee of the Bank. From 1992 to 2003, Ms. ZENG successively worked at the People's Bank of China Jiangxi Branch, Yongxiu County Subbranch and the former Jiangxi Branch's Financial Management Division, and served as a staff member of the non-banking division, deputy section chief and section chief of the non-banking division of Nanchang Central Subbranch. From December 2003 to March 2022, Ms. ZENG successively served as a deputy director and director of Personnel Department (office of the Party Committee) of CBRC Jiangxi Office and secretary of Youth League Committee of CBRC Jiangxi Office, secretary of the Party Committee and director of CBRC Jiujiang Branch Office, division chief of the Personnel Department (office of the Party Committee) of CBRC Jiangxi Office, a Party Committee member and deputy director of CBIRC Jiangxi Office, a Party Committee member and deputy director of CBIRC Jiangxi Office, a secretary of the Party Committee and director of CBIRC Xiamen Office, a representative of the 13th Party Congress and the 16th People's Congress of Xiamen, and a part-time deputy director of the Financial and Economics Affairs Committee of the Xiamen People's Congress. Ms. ZENG was selected to work and study in the Monetary Authority of Singapore by the head office of the People's Bank of China from April to June 2001, and to participate in the training course for cadres at the bureau-director level of the Party School of the CPC Central Committee by the CBRC from February to April 2018.

**Mr. LUO Xiaolin (駱小林)**, aged 50, is currently a deputy secretary of the Party Committee and president of the Bank. Mr. LUO, as a senior economist, obtained a bachelor's degree in major of rural finance from Beijing Agricultural University in July 1992. Prior to joining in the Bank, from July 1992 to March 2002, Mr. LUO worked for Agricultural Bank of China and successively served in: Hukou County Subbranch, Jiangxi Province, Credit Division in Jiujiang Branch and office of Jiangxi Branch. From March 2002 to May 2017, Mr. LUO successively served as below positions in China Development Bank: deputy office director of Jiangxi Branch, deputy director of Credit Management Division of Jiangxi Branch, deputy director of Customer Division One of Jiangxi Branch, deputy director of the International Cooperation Division and deputy group leader of the Congo (DRC) Working Group of Jiangxi Branch, deputy director and director of the Appraisal Division of Jiangxi Branch, director of Operation and Management Division of Jiangxi Branch, and director of Risk and Management Division of Jiangxi Branch. From May 2017 to October 2018, Mr. LUO served as deputy director in the Financial Office of Jiangxi Provincial Government. From October 2018 to December 2021, Mr. LUO served as deputy director of the bureau in the Local Financial Supervision and Administration Bureau of Jiangxi Province.

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

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### II. NON-EXECUTIVE DIRECTOR CANDIDATES

**Mr. YU Minxin (喻旻昕)**, aged 44, is a non-executive Director of the Bank currently. He holds a master's degree and is a registered accountant and a senior accountant. He currently serves as the chief financial officer of Jiangxi Expressway Investment Group Co., Ltd. (江西省交通投資集團有限責任公司) Mr. YU served as the deputy manager of the finance department (presiding over the work) and the manager of the finance department of Jiangxi Foreign Trade Asset Operation Co., Ltd. (江西省外貿資產經營有限公司), the manager of the financial audit department and the manager of the finance department of Jiangxi Provincial State-owned Enterprise Assets Operation (Holdings) Co., Ltd. (江西省省屬國有企業資產經營(控股)有限公司) (during which time, he also served as the chairman and legal representative of Nanchang Xinren Fuji Commercial Management Co., Ltd.(南昌市信仁富基商業管理有限公司)).

**Mr. DENG Yonghang (鄧永航)**, aged 47, a senior economist with a master's degree, is currently the head of the strategic development department (director of Board office) of Jiangxi Transportation Group (江西省交通集團) and a director of Jiangxi Ganyue Expressway Co., Ltd. (江西贛粵高速公路股份有限公司) (SSE stock code: 600269) and Jiangxi United Equity Center Co., Ltd. (江西聯合股權中心股份有限公司). Mr. DENG served as an assistant engineer at Jiangxi Paper Holdings Limited (江西紙業股份公司), a staff of Jiangxi Ganyue Expressway Co., Ltd., the manager of the remuneration welfare division of the human resource department of Jiangxi Expressway Group (江西省高速集團), the deputy head of the human resource department of Jiangxi Expressway Group, the deputy head of the strategic development department (deputy director of Board office, presiding over the work) of Jiangxi Transportation Group, and the head of the strategic development department (director of Board office) of Jiangxi Transportation Group.

**Ms. XIONG Jiemin (熊潔敏)**, aged 36, a senior economist with doctorate degree, is currently the deputy director of the finance department of Jiangxi Financial Holding Group Co., Ltd. (江西省金融控股集團有限公司). Ms. XIONG served as a staff of the corporate business department of Agricultural Bank of China, Jiangxi Province Branch (during which she communicated to Nanchang Xiangnan Subbranch of Agricultural Bank of China), a commissioner of the corporate business department of Agricultural Bank of China, Jiangxi Province Branch, and a senior commissioner of the investment banking and financial interbank department of Agricultural Bank of China, Jiangxi Province Branch from July 2010 to August 2018; the unit manager of the investment banking department and the financial market department of Agricultural Bank of China, Jiangxi Province Branch (from April 2019 to November 2020, she served as the deputy secretary of the Party Committee and the vice president of Nanchang Hongcheng Subbranch of Agricultural Bank of China (temporary)) from August 2018 to November 2020; and the unit manager of the corporate and investment banking business department of Agricultural Bank of China, Jiangxi Province Branch (she served as the deputy secretary of the Party Committee and the vice president of Nanchang Xihu Subbranch of Agricultural Bank of China (temporary) from November 2020 to January 2021, and the deputy director of finance department of Jiangxi Financial Holding Group Co., Ltd. (temporary) from January 2021 to January 2022) from November 2020 to January 2022.

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

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**Ms. ZHUO Liping (卓莉萍)**, aged 49, is a non-executive Director of the Bank currently. She is a master of business administration and a statistician. From August 1996 to January 2006, Ms. ZHUO served as a staff member of the planning division of China National Tobacco Corporation Jiangxi Branch (中國煙草總公司江西省公司). From February 2006 to March 2018, she successively served as a senior staff member, principal staff member and deputy head of the planning division of China National Tobacco Corporation Jiangxi Branch. From March 2018 to present, she has been served as a deputy head (person in charge) and head of the financial division of China National Tobacco Corporation Jiangxi Branch. Ms. ZHUO obtained a bachelor's degree in business economics from China Renmin University in July 1996, and a master's degree in business administration from MBA Faculty, Shanghai University of Finance and Economics in April 2004, as well as intermediate statistician qualification granted by the National Bureau of Statistics in October 2005.

**Mr. LI Shuiping (李水平)**, aged 53, graduated from the Party School of the Central Committee of C.P.C. and is currently the Party Secretary of Nanchang Industrial Investment Group Co., Ltd., chairman of Nanchang Industrial Holdings Group Co., Ltd. Mr. LI served as a teacher of Tuanlin Primary School in Yugan County (余干縣團林小學) from August 1988 to July 1992. From July 1992 to September 1994, he was a cadre of Youth League Committee of Jiangxi Institute of Education (江西教育學院) (during which he studied the political history in Jiangxi Institute of Education from September 1992 to July 1994). From September 1994 to March 2001, he served as a deputy director of Corporate Listing Division (Corporate System Division) of Nanchang Economic System Reform Committee of Jiangxi province (江西省南昌市經濟體制改革委員會) (during which he was assigned to Yunqiao Township, Jinxian County to help disaster-stricken areas resume production, rebuild the areas and develop the economy from October 1998 to January 1999). From March 2001 to November 2002, he served as a senior staff member of Nanchang Economic System Reform Committee of Jiangxi province (from August 1999 to December 2001, he studied economics and management at the Correspondence Institute of the Party School of the Central Committee of C.P.C (中央黨校函授學院)). From November 2002 to March 2005, he served as a deputy director of the enterprise listing division (enterprise system division) of Nanchang Economic System Reform Committee of Jiangxi province. From March 2005 to July 2007, he served as the deputy director of the enterprise listing division, the director of the enterprise listing division and the director of the planning division of Nanchang City Development and Reform Commission. From July 2007 to December 2007, he served as the director of the planning division of Nanchang City Development and Reform Commission and the head of the Nanchang Finance (Enterprise Listing) Working Office of Jiangxi province (南昌市金融(企業上市)工作辦公室). From December 2007 to November 2010, he served as the director of Nanchang Finance (Enterprise Listing) Working Office (Deputy county level) (during which he studied at the second county cadre class of Party School of Nanchang Municipal in 2008 from November 2008 to January 2009). From November 2010 to October 2019, he served as the director and Party Secretary of the Nanchang Municipal People's Government Finance Working Office (南昌市人民政府金融工作辦公室) (during which he studied at the 43rd training course for young and middle-aged cadres of the Party School of Jiangxi Provincial Committee of C.P.C from September 2013 to December 2013, and from April 2019 to June 2019, he studied at the 78th county-level class of Nanchang Municipal Party School in 2019). From October 2019 to August 2021, he served as the deputy secretary of the Party Committee, general manager and director of Nanchang Industrial Holdings Group Co., Ltd. (南昌工業控股集團有限公司); from August 2021 to May 2022, he served as the secretary of the party committee and chairman of Nanchang Industrial Holding Group Co., Ltd.

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## APPENDIX I      BIOGRAPHIES OF THE DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

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### III. INDEPENDENT NON-EXECUTIVE DIRECTORS CANDIDATES

**Mr. WONG Hin Wing (黃顯榮)**, aged 59, is currently an independent non-executive Director and obtained an Executive Master of Business Administration from The Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England & Wales, the Association of Chartered Certified Accountants, the Hong Kong Institute of Directors and the Chartered Governance Institute in the UK. He is also a member of the American Institute of Certified Public Accountants and a chartered member of the Chartered Institute for Securities & Investment in the UK. Mr. WONG was awarded the Medal of Honour by the Government of HKSAR.

He was a former independent non-executive director of AEON Credit Service (Asia) Company Limited (AEON信貸財務(亞洲)有限公司) (SEHK stock code: 00900), and Dongjiang Environmental Company Limited (東江環保股份有限公司) (SZSE stock code: 002672, SEHK stock code: 00895). He is currently an independent non-executive director of CRCC High-Tech Equipment Corporation Limited (中國鐵建高新裝備股份有限公司)(SEHK stock code: 1786), Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited(SSE stock code: 600332, SEHK stock code: 874), Inner Mongolia Yitai Coal Co., Ltd. (內蒙古伊泰煤炭股份有限公司) (SSE stock code: 900948, SEHK stock code: 3948), Wine's Link International Holdings Limited (威揚酒業國際控股有限公司) (SEHK stock code: 08509) and Zhaoke Ophthalmology Limited (SEHK stock code: 6622).

He is also a member of Anhui Provincial Committee of the Chinese People's Political Consultative Conference, a panel member of Securities and Futures Appeals Tribunal, a panel member of Public Interest Entities Auditor Review Tribunal, a member of Construction Industry Council, a member of Betting, Gaming and Lotteries Commission and a member of the Medical Council of Hong Kong.

He served as the managing partner and licensed principal of Hermitage Capital HK Limited, a licensed corporation registered under the Securities and Futures Ordinance. Prior to this, he had worked with an international audit firm for four years and then a listed company as chief financial officer for seven years. He then co-founded Silk Road International Capital Limited (絲路國際資本有限公司, a licensed corporation and formerly known as s Legend Capital Partners,Inc. (安裡俊投資有限公司)), and served as its executive director and licensed principal for twenty-three years. He has more than thirty years of extensive experience in corporate management and governance, investment management and advisory, accounting and finance.



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## APPENDIX I      BIOGRAPHIES OF THE DIRECTOR CANDIDATES OF THE THIRD SESSION OF THE BOARD OF DIRECTORS

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**Ms. WANG Yun (王芸)**, aged 56, is currently an independent non-executive Director of the Bank. Since July 1988, Ms. WANG has been with East China Jiaotong University and successively served as a intern-teaching assistant, teaching assistant, lecturer, head of accounting department, associate professor and deputy dean of faculty of economic management. She is currently a professor of accounting department of faculty of economic management as well as a supervisor of postgraduates. She has been an independent director of Jiangxi Special Electric Motor Co., Ltd. (江西特種電機股份有限公司) (SZSE stock code: 002176) since November 2020. Since May 2017, she has been an independent director of Jiangxi 3L Medical Products Group Co., Ltd. (江西3L醫用製品集團有限公司). She has been an independent director of China Nerin Engineering Co., Ltd. since April 2018.

Ms. WANG obtained a bachelor's degree in financial accounting and a master's degree in accounting from East China Jiaotong University in June 1993 and June 2005, respectively. She also obtained her doctorate degree in industrial economics from Jiangxi University of Finance and Economics in January 2009. Ms. WANG was accredited as a professor by Jiangxi Provincial Title Commission Office in November 2005. From September 2007 to January 2008, Ms. WANG was a visiting scholar at the School of Management of Fudan University in Shanghai, the PRC.

**Mr. YANG Ailin (楊愛林)**, aged 53, Ph.D. Mr. YANG served as a lawyer of Jiangxi Fazheng Law Firm (江西法正律師事務所) from July 1995 to June 1998 (during which he studied at the Party School of the Jiangxi Provincial Committee of C.P.C and obtained a postgraduate degree from September 1996 to June 1998). He served as a lawyer of Jiangxi Huabang Law Firm from July 1998 to August 2010 (during which he studied in Jiangxi University of Finance and Economics for a part-time master's degree in law and obtained a master's degree in law from February 2006 to January 2009). He studied at the Law School of Renmin University of China from September 2010 to June 2013 and obtained a doctoral degree in law. He has been a lawyer and director of Jiangxi Huabang Law Firm since July 2013. He has also been an external director of Jiangxi Military Industry Holding Co., Ltd. since June 2021.

**Mr. LIU Xinghua (劉興華)**, aged 49, Ph.D, is currently a professor of finance and a doctoral tutor at Jiangxi University of Finance and Economics. Mr. LIU studied in the Department of Information Management & Science of Nanchang University from September 1990 to June 1994 and obtained a bachelor of science degree. From July 1994 to October 2005, he served as a teaching assistant and an assistant researcher of Jiangxi University of Finance and Economics (during which he studied in Jiangxi University of Finance and Economics for a master's degree in economics from September 1996 to June 1999; he studied in Xiamen University for a doctoral degree in economics from September 2001 to December 2004). From November 2005 to August 2011, he served as an associate professor and the head of department of Jiangxi University of Finance and Economics. From September 2011 to August 2013, he served as a professor of finance and the deputy dean of the School of Finance of Jiangxi University of Finance and Economics. From September 2013 to September 2021, he served as a professor of finance, a doctoral tutor and the deputy dean of the School of Finance of Jiangxi University of Finance and Economics.

**I.      BIOGRAPHICAL DETAILS OF CANDIDATES FOR EXTERNAL SUPERVISORS**

**Mr. LI Xunlei (李迅雷)**, aged 58, has a master's degree, currently is the chief economist and director of the Institutional Business Committee of Zhongtai Securities Co., Ltd., Vice chairman of the China Chief Economist Forum and a member of the Central Committee of the Jiusan Society. Mr. LI graduated from Shanghai University of Finance and Economics in July 1985 with a degree in statistics, worked in the library of Shanghai University of Finance and Economics from September 1985 to September 1993, and worked as an assistant researcher of Institute of Finance of Shanghai University of Finance and Economics from September 1993 to September 1996. Mr. LI was a deputy director of research institute of Junan Securities Co., Ltd. from September 1996 to August 1999, a deputy director of the research institute of Guotai Junan Securities Co., Ltd. from August 1999 to May 2000, a director of the research institute and general manager of sales and trading department of Guotai Junan Securities Co., Ltd. from May 2000 to December 2008 (during the period from October 2006 to December 2008, he was the assistant to president of Guotai Junan Securities Co., Ltd.), chief economic manager and chief economist of Guotai Junan Securities Co., Ltd. and director of CPIC Fund Management Co., Ltd from January 2009 to October 2011. Mr. LI was the chief economist and director of the research and institutional business committee of Haitong Securities Co., Ltd from October 2011 to March 2012, the Vice President and chief economist of Haitong Securities Co., Ltd (SSE stock code: 600837; SEHK stock code: 6837) from March 2012 to December 2016, the chief economist and director of the institutional committee of Zhongtai Securities Co., Ltd. (SSE stock code: 600918) from December 2016 to present.

**Mr. LUO Ping (羅平)**, aged 64, has a master's degree, and currently is a senior researcher at the National Institution for Finance&Development and an adjunct professor at the University of International Business and Economics. Mr. LUO joined the workforce in April 1977 and has successively served as a cadre, deputy director and director of the International Department, Department I and Department of Banking Administration of the People's Bank of China. In December 2004, he was appointed as the deputy director of the International Department of the China Banking Regulatory Commission and in August 2007, he was appointed as the director of the training centre of the China Banking Regulatory Commission. He was a member of CPC Committee and the chairman of the supervisory committee of Bank of Kunlun from February 2014 to October 2017. He is an independent director of Bank of Shizuishan from 2018 to the present; an independent director of Fudian Bank from 2020 to present; an external supervisor of Bank of Tangshan from 2020 to present.

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**APPENDIX II      BIOGRAPHIES OF THE NON-EMPLOYEE REPRESENTATIVE SUPERVISOR  
CANDIDATES OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS**

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**Ms. WANG Guizhi (王桂芝)**, aged 61, with a master's degree and a senior economist, currently is the Vice Chairman of Guangdong Financial Think Tank and an MBA and MP tutor at the School of Management of Sun Yat-sen University. Ms. WANG has successively served as Deputy Director of the Finance Department of Henan Financial Management Cadre College, General Manager of the Planning and Management Department of China Guangfa Bank Head Office, Secretary of the Party Committee and President of China Guangfa Bank Nanjing Branch, Member of the Party Committee of China Guangfa Bank Head Office and Secretary of the Party Committee and President of China Guangfa Bank Guangzhou Branch. In July 2011, she was appointed as Member of the Party Committee, Assistant to the President and Deputy President of China Guangfa Bank Head Office. Since 2013, she has also served as Chairman of the Supervisory Board of China UnionPay, Executive Deputy Director of the 3rd and 4th Financial Professional Committee, Guangdong Association for Promotion of Cooperation among Guangdong, Hong Kong&Macao, etc. From January 2018 to September 2020, she was a member of the Party Committee and Chairman of the Supervisory Committee of the Head Office of China Guangfa Bank.

**II. BIOGRAPHICAL DETAILS OF CANDIDATES FOR SHAREHOLDER SUPERVISORS**

**Mr. HE Nan (何楠)**, aged 36, has a bachelor's degree. He currently is the General Manager of Ganshang Union (Jiangxi) Co., Ltd.. From September 2007 to October 2012, he was the professional person in charge of APCE Design Limited; from October 2012 to October 2016, he was the professional person in charge of Shenzhen Construction Engineering Design Company Limited; from October 2016 to October 2018, he was the deputy general manager of Jiangxi Jingshun Construction Engineering Company Limited; from October 2018 to December 2021, he is the general manager of Jiangxi Gandian United Property Limited; from December 2021 to present, he is the general manager of Ganshang Union (Jiangxi) Co., Ltd. Mr. HE graduated from Huaqiao University in July 2007 with a Bachelor's degree in Water Supply and Sewerage Engineering.

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**APPENDIX II      BIOGRAPHIES OF THE NON-EMPLOYEE REPRESENTATIVE SUPERVISOR  
CANDIDATES OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS**

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**Mr. ZHOU Minhui** (周敏輝), aged 57, is a shareholder representative Supervisor of the Bank, and has been with Jiangxi Copper Company Limited since 1982. From July 2016 to April 2018, Mr. ZHOU served as the general manager of the financial management department of that company. From April 2018 to present, Mr. ZHOU has been a full-time director and supervisor of an investment enterprise of Jiangxi Copper Company Limited.

Mr. ZHOU completed his long distance learning courses in industrial accounting offered by Jiangxi Radio & TV University (江西廣播電視大學) in July 1986. He also completed his correspondence undergraduate course in Party School of the Central Committee of Communist Party of China, majoring in law in December 2004. Mr. ZHOU was qualified as an accountant by the Ministry of Finance of the PRC in December 1992.

**Mr. WANG Ruiqiang** (王銳強), aged 68, is a shareholder representative Supervisor of the Bank. From 1977 to 1990, Mr. WANG successively served as an assistant assessor and an assessor for the Hong Kong Inland Revenue Department; he successively served as a senior manager, partner of PricewaterhouseCoopers from 1990 to 2012; he has been serving as an independent director of Xinte Energy (SEHK stock code: 1799) from 2015 to June 2021; he has been serving as a director and the vice chairman of the board of directors of AMTD Group Company Limited (尚乘集團有限公司) since 2015, from February 2019 to present, he served as director of AMTD International Inc (New York Stock Exchange/Singapore Stock Exchange stock code: NYSE: AMTD/SGX:HKB). Mr. WANG obtained a high diploma in accountancy from the Hong Kong Polytechnic in October 1977; he obtained a bachelor's degree of laws from the University of London in 1989.

### 2022 Capital Expenditure Plan of Jiangxi Bank

According to the requirements of the strategic development plan of Jiangxi Bank Co., Ltd. (“the Bank” or “Jiangxi Bank”), the Bank has formulated the 2022 Capital Expenditure Plan based on the principle of prudence and rationality to allocate reasonable financial resources and provide effective guarantees for business development. The execution of capital expenditure in 2021 and the 2022 capital expenditure plan are reported as follows:

#### I. EXECUTION OF THE 2021 CAPITAL EXPENDITURE PLAN

##### (I) Overall capital expenditure

- Investment in fixed assets and intangible assets. In 2021, through the effective divestiture and merger of inefficient outlets and based on effective clearance of non-interest-bearing assets, the Bank rationally arranged capital expenditure during the year. As of the end of December 2021, the net value of fixed assets and intangible assets of the bank totaled RMB3,389.12 million, representing an decrease of RMB173.69 million or 4.88% from the end of the previous year. Details are set out as follows:

#### Overall Capital Expenditure of Fixed Assets and Intangible Assets of Jiangxi Bank in 2021

Unit: RMB0'000

Asset Class	the Opening Balance in 2021			the Year-end Balance in 2020			Increase in Net Value from Last Year	Rate of Increase (%) (on a Net Value Basis)	Percentage of Total
	Original Value	Accumulated depreciation	Net Value	Original Value	Accumulated depreciation	Net Value			
Premises	353,118	80,603	272,516	355,507	93,919	261,589	-10,927	-4.01%	77.18%
Property renovation	37,247	17,303	19,944	35,221	20,732	14,489	-5,455	-27.35%	4.28%
Vehicles	1,248	933	315	954	658	296	-19	-6.11%	0.09%
Electronic device	97,984	73,362	24,622	104,042	76,308	27,733	3,111	12.64%	8.18%
Others	64,691	25,806	38,884	63,328	28,523	34,805	-4,079	-10.49%	10.27%
<b>Total:</b>	<b>554,288</b>	<b>198,007</b>	<b>356,281</b>	<b>559,051</b>	<b>220,139</b>	<b>338,912</b>	<b>-17,369</b>	<b>-4.88%</b>	<b>100.00%</b>

2. Long-term equity investments. The balance at the end of the year was RMB1,919.59 million with no new investment.

## (II) Execution of the 2021 Capital Expenditure Plan

2021 capital expenditure was planned to be RMB794.10 million annually. Certain projects were not implemented as planned. The actual investment was RMB167.98 million, and 21.15% of the annual plan was completed. The main differences from the plan were as follows:

First, the investment in properties and infrastructure was RMB454 million less than the plan, mainly due to the facts that: The investment for purchase of office premises for Pingxiang Branch was RMB93 million less for the purchase plan was not yet implemented; the investment in self-built business premises in Ganjiang New District was RMB45 million less due to the implementation schedule; the investment in self-built business premises for Ji'an Branch was RMB67 million less due to the implementation schedule; the office building project of Shangrao Branch was RMB15 million less due to the implementation schedule; the investment for purchase of office premises for Xinyu Branch was RMB55 million less for the purchase plan was not yet implemented; RMB50 million for the building of Jingdezhen Branch was not invested in due to urban planning; the renovation of various outlets was RMB107 million less due to the progress.

Second, the investment in IT technology systems and equipment was RMB110 million less than the plan, mainly due to the fact that certain systems was not implemented as the project approachment had not been finished or due to the pandemic.

Third, the investment in monitoring equipment, office furniture and equipment was RMB63 million less due to the fact that relevant outlets were not yet decorated.

## II. 2022 CAPITAL EXPENDITURE PLAN

The total budget for the 2022 capital expenditure is RMB801.28 million. Among them: The long-term equity investment is RMB10 million and the expenditure on property acquisition, construction and renovation is RMB433.79 million; the expenditure on vehicles is RMB0.38 million; the expenditure on others is RMB357.11 million.

## The 2022 Capital Expenditure Plan of Jiangxi Bank

Unit: RMB0'000

Class	New Project	Continued Construction of Project	Total
<b>I. Long-term equity investment</b>	<b>1,000</b>		<b>1,000</b>
Fintech subsidiary	1,000		1,000
<b>II. Property construction and renovation</b>	<b>19,941</b>	<b>23,438</b>	<b>43,379</b>
(i) Self-owned properties	16,910	23,149	40,058
1. Purchased and self-built properties	13,582	18,850	32,431
2. Renovation of self-owned properties	3,328	4,299	7,627
(ii) Decoration of rented business premises	3,031	289	3,320
<b>III. Vehicles</b>	<b>38</b>	–	<b>38</b>
<b>IV. Others</b>	<b>31,241</b>	<b>4,469</b>	<b>35,711</b>
(i) Information technology	21,574	4,469	26,043
1. System construction	15,307	3,603	18,911
2. Regulatory and policy projects reserved	1,200	–	1,200
3. Renewal of IT and office equipment of the Bank	2,592	–	2,592
4. Business expansion cooperation project	2,475	866	3,341
(ii) Office equipment and others	9,668	–	9,668
1. Security equipment	2,508	–	2,508
2. Air conditioning equipment	2,548	–	2,548
3. Business hall facilities	363	–	363
4. Office equipment and others	4,249	–	4,249
<b>Total:</b>	<b>52,220</b>	<b>27,907</b>	<b>80,128</b>

**(I) Long-term equity investment**

The investment in long-term equity is up by RMB10 million in 2022. According to the 2021-2025 strategic planning of the Jiangxi Bank, taking into account as a whole the service attractiveness, industry synergic effect and regulatory environment, the Bank intends to establish fintech to attract outstanding scientific and technological talents and further improve the level of informatization in the industry, with an estimated investment of RMB10 million.

**(II) Property construction and renovation**

The budget for the expenditure of property construction and renovation of the Bank for the year 2022 is RMB433.79 million. Including: The expenditure of continued construction of projects is RMB234.38 million and that of new projects is RMB199.41 million.

1. The expenditure of the continued property construction and renovation projects is estimated to be RMB234.38 million in total. The expenditure of the purchase and renovation of self-owned properties is RMB231.49 million and that of the renovation of rented business premises is RMB2.89 million. Including:

- (1) The expenditure of self-owned properties is estimated to be RMB231.49 million. The details are as follows:

- ① The expenditure of two purchased and self-built properties is estimated to be RMB188.50 million. In particular: First, in respect of the Financial Service Center in Ganjiang New District, the total area of the project is 92,230m<sup>2</sup>, and the total investment is estimated to be RMB775.75 million. RMB47.14 million for land auction and RMB16.16 million for the commencement of the project have been paid in the early stage. It is estimated that RMB100.50 million will be spent in 2022, including project fees of RMB90.62 million and supporting fees of RMB1.94 million for the main body of the project, RMB4.94 million for project consignment and consultancy and RMB3.0 million for the installation of centralized energy supply. Second, the total investment in the self-built financial service center of Ji'an Branch is estimated to be RMB113.44 million, and RMB27.44 million has been paid for land auction in the early stage. The expenditure is estimated to be RMB88.00 million in 2022.

- ② The expenditure of renovation of self-owned properties and continued construction of 9 renovation projects is estimated to be RMB42.99 million. Including mainly: First, the total investment in the renovation of buildings of Guangzhou branch is RMB19.00 million. RMB0.3 million has been paid in the early stage and the expenditure is estimated to be RMB18.70 million in 2022. Second, the total investment in the renovation of the office building on Zhongshan Road is RMB20.13 million. RMB2.30 million has been paid in the early stage and the



expenditure is estimated to be RMB17.83 million in 2022. Third, the total investment in the renovation of the office building of Bayi Sub-Branch is RMB3.76 million. RMB0.12 million has been paid in the early stage and the expenditure is estimated to be RMB3.64 million in 2022.

- (2) The expenditure of the renovation of rented properties is estimated to be RMB2.89 million.
2. The expenditure of new property construction and renovation is estimated to be RMB199.41 million. Among which:
    - (1) The expenditure of 14 self-owned properties is estimated to be RMB169.10 million. The details are as follows:
      - ① The expenditure of two purchased and self-built properties is estimated to be RMB135.82 million. In particular: First, it is planned to relocate Pingxiang Branch to Pingxiang Financial Center. It is required to repurchase the branch building. The total investment is estimated to be RMB89.98 million. It is estimated that RMB89.98 million will be spent in 2022. Second, it is planned to purchase office buildings for Xinyu Branch, and it is estimated that RMB45.84 million will be spent in 2022.
      - ② The expenditure of renovation of 12 self-owned business premises is estimated to be RMB33.28 million, including mainly: First, the total investment in the renovation of the new purchased office building of Pingxiang Branch is estimated to be RMB22.78 million, and the expenditure is estimated to be RMB16.15 million in 2022. Second, the total investment in the renovation of the new purchased office building of Xinyu Branch is estimated to be RMB9.92 million, and the expenditure is estimated to be RMB7.03 million in 2022. Third, the total investment in the reconstruction project of Anyi Sub-Branch is estimated to be RMB4.82 million, and the expenditure is estimated to be RMB3.41 million in 2022. Fourth, the total investment in the reconstruction project of Yingbin Avenue Sub-Branch is estimated to be RMB4.02 million, and the expenditure is estimated to be RMB2.85 million in 2022.
    - (2) The expenditure of renovation of 36 rented business premises is estimated to be RMB30.31 million. Including mainly: First, the total investment in the relocation and renovation of Hongcheng sub-branch is estimated to be RMB4.36 million. The expenditure is estimated to be RMB3.09 million in 2022. Second, the total investment in the relocation and renovation of Yingtang Guixi sub-branch is estimated to be RMB3.10 million. The expenditure is estimated to be RMB2.31 million in 2022. Third, the total investment in the reconstruction of Shangrao Xinzhou Sub-Branch is estimated to be RMB2.32 million. The expenditure is estimated to be RMB1.64 million in 2022.

**(III) Vehicles**

One official vehicle will be purchased by Ganzhou branch with an estimated amount of RMB0.38 million.

**(IV) Others**

The budget for the expenditure of others for the year 2022 is RMB357.11 million. Including: The expenditure of continued construction of projects is RMB44.69 million and that of new projects is RMB312.41 million.

1. The expenditure of continued construction of other projects is estimated to be RMB44.69 million. Including:
  - ① The expenditure of 71 continued system construction projects is estimated to be RMB36.03 million.
  - ② The expenditure of 9 continued business expansion cooperation projects is estimated to be RMB8.66 million.
2. The expenditure of new other projects is estimated to be RMB312.41 million. Among which:
  - (1) The expenditure of information technology systems is estimated to be RMB215.44 million.
    - ① The expenditure of 78 new system construction projects is estimated to be RMB153.07 million;
    - ② The expenditure of regulatory and policy projects reserved is estimated to be RMB12.00 million;
    - ③ Renewal of IT equipment of the Bank of RMB25.92 million;
    - ④ The expenditure of 30 business expansion cooperation projects is estimated to be RMB24.75 million.
  - (2) The expenditure of office equipment and others is estimated to be RMB96.68 million, including mainly: Security equipment, air conditioning equipment, business hall facilities, and office equipment and furniture.

**The Rules of Procedure of the Board of Directors of Jiangxi Bank Co., Ltd.  
(2022 Version)**

**Chapter 1 General Provisions**

**Article 1** These rules are formulated to ensure the Board of Directors of Jiangxi Bank Co., Ltd. (the “Bank”) may exercise its authority and power in an independent, standardized and effective manner, work efficiently and make scientific decision, and improve the governance structure of the Bank, the Bank has formulated the Rules of Procedure of the Board of Directors in accordance with the provisions of the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Banking Supervisory and Administrative Law of the People’s Republic of China, Corporate Governance Guidelines for Banking and Insurance Institutions, the Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions, the State Council’s Special Regulations Regarding the Issue of Shares and the Listing Overseas by Joint Stock Limited Companies, the Mandatory Provisions of the Articles of Association of Companies Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and the Articles of Association of Jiangxi Bank Co., Ltd. (the “Articles”) as well as other relevant laws, regulations and regulatory documents, combined with the Bank’s actual situation.

**Article 2** The Board of Directors is the executive body of the shareholders’ general meeting and shall be accountable to the shareholders’ general meeting, and takes ultimate responsibility for the operation and management of the Bank. The meeting of the Board of Directors is a major method adopted by the Board of Directors to discuss official business. Attending the meeting of the Board of Directors is a basic way for directors to perform their responsibilities.

The Board of Directors shall have an administrative office responsible for handling daily affairs thereof, which shall specifically conduct the supervision, arrange for the meetings of the Board of Directors, prepare the documents and note the minutes of meetings.

**Chapter 2 Common Provisions of the Board of Directors**

**Section 1 Composition of the Board of Directors**

**Article 3** The Board of Directors of the Bank shall be composed of 11 to 15 directors, including executive directors and non-executive directors (including independent directors).

The executive director refers to the director who undertakes the duties of senior management in the Bank in addition to the directorship.

The non-executive director refers to the director who does not hold any positions other than director in the Bank, and does not assume the duties of senior management.

The number of independent directors shall be at least three (3) and at least one-third of the total number of directors. Moreover, there shall be at least one person who has appropriate professional qualifications, or appropriate accounting or relevant financial management expertise.

The independent directors shall work at least 15 working days per year in the Bank. Directors in charge of the Audit Committee, Connected Transactions Control Committee and Risk Management Committee shall work at least 20 working days per year in the Bank.

The number of directors who are also president or other senior management and directors being representatives of the employees shall not exceed 50% of the total number of directors of the Bank.

**Article 4** The Board of Directors shall have one chairman and one vice chairman. The chairman and vice chairman shall be directors and shall be elected and removed by more than half of all the directors.

**Article 5** The chairman shall not be the legal representative or main person in charge of the controlling shareholder. When the chairman leaves office, the competent authorities shall engage an external auditor recognized by the banking regulatory authority to conduct off-office auditing.

**Article 6** The chairman shall not hold the position of president concurrently.

### **Section 2 Special Committees and their Composition**

**Article 7** The Board of Directors shall set up Strategic Development and Digital Transformation Committee, Risk Management Committee, Related Party Transactions Control Committee, Audit Committee, Remuneration and Nomination Committee, Compliance Management and Consumer Rights Protection Committee. The Board of Directors may establish other committees and adjust the existing committees when necessary. All special committees shall comprise directors, who shall have professional knowledge or working experience appropriate to the duties of the special committees, and each committee shall have at least three (3) members.

In principle, the proportion of independent directors in the Related Party Transactions Control Committee and the Risk Management Committee shall not be less than one-third, the majority of members of the Remuneration and Nomination Committee and the Audit Committee shall be independent directors, and the Related Party Transactions Control Committee, the Remuneration and Nomination Committee and the Audit Committee shall be headed by independent directors. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive

directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate financial, auditing, accounting or legal expertise and working experience or relevant financial management expertise.

The composition, duties and authority of each special committee shall be determined by reference to the rules of work of each special committee of the Board of Directors of the Bank.

### **Section 3 Duties and Authorizations**

**Article 8** The Board of Directors shall exercise the following functions and powers:

- (I) To convene shareholders' general meetings and report its performance at the shareholders' general meetings;
- (II) To implement resolutions of the shareholders' general meetings;
- (III) To decide on the operational plans and investment plans of the Bank;
- (IV) To work out annual financial budget plans and final account plans of the Bank;
- (V) To work out profit distribution plans and loss recovery plans of the Bank;
- (VI) To decide on the establishment of the internal management departments, tier-one branches and specialized institutions of the Bank;
- (VII) To formulate proposals for the increase or reduction of registered capital, the issue of bonds or other securities and listing;
- (VIII) To prepare plans for the Bank's material acquisitions, acquisitions of the Bank's shares, or merger, division, dissolution and alteration of corporate form of the Bank;
- (IX) To appoint or dismiss senior management personnel in accordance with regulatory requirements, and decide on their remuneration, rewards and punishments, and supervise the senior management in performing their duties;
- (X) To review and approve the Bank's external investments, asset acquisitions, asset disposals and write-offs, pledge of assets, related party transactions, data governance and external donations in accordance with laws, regulations, regulatory requirements and the Articles of the Bank;
- (XI) To formulate the development strategies of the Bank and supervise the implementation thereof;

- (XII) To formulate the Bank's capital plan and be ultimately responsible for capital or solvency management;
- (XIII) To formulate the Bank's risk tolerance, risk management and internal control policies, and be ultimately responsible for comprehensive risk management;
- (XIV) To be responsible for the information disclosure of the Bank, and be ultimately responsible for the truthfulness, accuracy, completeness and timeliness of the accounting and financial reports;
- (XV) To regularly evaluate and improve the Bank's governance;
- (XVI) To formulate the basic management system of the Bank; to formulate proposals for the amendments to the Articles, to formulate the rules of procedure of the shareholders' general meeting and the rules of procedure of meetings of the Board of Directors, and to consider and approve the terms of reference of the special committees under the Board of Directors;
- (XVII) To propose to the shareholders' general meeting to appoint or dismiss accounting firms that conduct regular statutory audits on the Bank's financial reports;
- (XVIII) To protect the legitimate rights and interests of financial consumers and other stakeholders;
- (XIX) To establish a mechanism for the identification, review and management of conflicts of interest between the Bank and its shareholders, in particular major shareholders;
- (XX) To take responsibility for the management of the affairs of the shareholders;
- (XXI) To listen to the work report of senior management and check their work, supervise and ensure that senior management personnel fulfill their management duties effectively;
- (XXII) To listen to the regulatory opinions of the senior management on the regulatory authorities and the management suggestions put forward by the external auditors;
- (XXIII) To evaluate the duty performance of directors and senior management personnel;
- (XXIV) To exercise other functions and powers prescribed by laws and regulations, the listing rules of the stock exchange at the place where the Bank's shares are listed or the Articles and authorized by the shareholders' general meeting.

The Board of Directors shall make decisions for the above-mentioned matters. For those within the scope of “Three Important and One Great” of the Bank, the Board of Directors shall take advice and suggestions from the Party Committee of the Bank in advance.

The powers of the Board of Directors shall be exercised collectively by the Board of Directors. The powers of the Board of Directors prescribed by the Company Law shall not, in principle, be delegated to the chairman, directors, other institutions or individuals. If it is necessary to authorize certain specific decision-making matters, such matters shall be carried out by way of resolution of the Board of Directors in accordance with the law. The authorization shall be granted on a case-by-case basis and shall not be granted to other institutions or individuals on a permanent basis.

**Article 9** Subject to the mandatory provisions of relevant laws and regulations and the Hong Kong Listing Rules, the chairman shall perform the following functions and powers:

- (I) To preside over shareholders’ general meetings and to convene and preside over the meetings of the Board of Directors;
- (II) To supervise and examine the execution of resolutions of the Board of Directors;
- (III) To sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;
- (IV) To exercise duties and powers of a legal representative;
- (V) To nominate the Secretary to the Board of Directors;
- (VI) In the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank’s affairs in the Bank’s interests and in compliance with the relevant legal provisions, and subsequently report such disposition to the Board of Directors and the shareholders’ general meeting;
- (VII) To exercise other duties and powers conferred by the Board of Directors.

**Article 10** The Board of Directors of the Bank shall explain to the shareholders’ general meeting any non-standard audit opinions issued by certified public accountants on the Bank’s financial reports.

**Article 11** For the disposal of any fixed assets by the Board of Directors, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four (4) months immediately preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a shareholders’ general meeting, the Board of Directors shall not dispose of or

approve the disposal of such fixed assets without the approval of the shareholders' general meeting. The disposal of fixed assets referred to in this Article includes the transfer of interests of certain assets, but excludes the provision of fixed assets as pledges to any guarantees.

The validity of a disposition by the Bank of fixed assets shall not be affected by the breach of the precede paragraph of this Article.

**Chapter 3 Meeting of the Board of Directors  
Section 1 Resolutions of the Meeting**

**Article 12** The following persons or institutions may put forward proposals to the Board of Directors:

- (I) More than one-third of the directors;
- (II) Chairman;
- (III) President;
- (IV) Special committees under the Board of Directors;
- (V) More than two independent directors;
- (VI) Board of Supervisors;
- (VII) Shareholders individually or jointly holding more than ten percent of the total voting shares of the Bank.

**Article 13** Where a provisional meeting of the Board of Directors is proposed to be convened in accordance with the provision of the precede Article other than line (2), a written proposal signed (sealed) by the proposer shall be submitted to the chairman of the Board of Directors through the office of the Board of Directors or directly. The proposals shall be complete in structure, including the description of the proposals and the text of the proposals. In particular, the proposal shall state the following matters:

- (I) The name of the proposer;
- (II) The reason for the proposal or the objective reasons on which it is based;
- (III) Contact information of the proposer and date of proposal, etc.

The contents of the proposals shall be within the powers of the Board of Directors, and other materials related to the proposals shall be submitted together.



**Article 14** To convene a regular meeting of the Board of Directors, the office of the Board of Directors shall be responsible for collecting the meeting proposals, and the proposer of the relevant proposals shall submit the proposals and relevant explanatory materials 20 days before the meeting.

**Article 15** After sorting out the relevant proposal materials, the office of the Board of Directors shall specify the venue, time and agenda of the regular meeting of the Board of Directors, and submit the same to the chairman for review and approval. The chairman shall include proposals that comply with laws, regulations and the Articles of the Bank into the agenda of the meeting, and may require the proposer to amend or supplement if he/she believes that the proposals are not clear, specific or the relevant materials are insufficient.

**Article 16** The proposer of a proposal shall cooperate with the office of the Board of Directors to submit the relevant proposal on time within the time limit for submission, and shall be responsible for the legality, accuracy and completeness of the proposal in strict compliance with the laws, regulations and the Articles, and shall be responsible for the interpretation of the relevant proposal.

**Article 17** Before each meeting of the Board of Directors, each special committee of the Board of Directors may convene a discussion meeting in advance, make full preparation for the issues raised by each committee, and provide necessary materials or information to other directors through the secretary to the Board of Directors.

### **Section 2 Notice and Attendance of Meetings**

**Article 18** The meetings of the Board of Directors are divided into regular meeting of the Board of Directors and interim meeting of the Board of Directors. The Board of Directors shall hold at least four regular meetings every year, which shall be convened by the chairman and notified in writing to all directors and supervisors ten days before the meeting is convened. The agenda and the relevant meeting documents shall be delivered to all directors three days before the meeting is convened.

**Article 19** The chairman shall convene and preside over an interim meeting of the Board of Directors within ten days in any of the following circumstances:

- (I) It is proposed by the shareholders representing more than one tenth of voting rights;
- (II) It is deemed necessary by the chairman;
- (III) It is proposed by more than one-third of the directors;
- (IV) It is proposed by the Board of Supervisors;
- (V) It is proposed by more than two independent directors;

(VI) It is proposed by the president of the Bank;

(VII) It is required by the regulatory authority;

(VIII) Other circumstances stipulated by laws, regulations and the Articles.

**Article 20** If the Board of Directors holds an interim meeting of the Board of Directors, it shall serve a written notice by direct delivery, fax, email or other means five days in advance. If the notice is not served by direct delivery, telephone confirmation and relevant records shall be made.

Where an interim meeting of the Board of Directors needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means at any time, but the convener shall make explanations at the meeting.

**Article 21** The notice of meetings of the Board of Directors shall contain the following contents:

(I) The date and place of the meeting;

(II) The duration of the meeting;

(III) The reason for holding the meeting and topics for discussion;

(IV) The date of issuance of the meeting notice.

**Article 22** After the written notice of the regular meeting of the Board of Directors is sent, if it is necessary to change the time, venue and other matters of the meeting or add, change or cancel the meeting proposal, a written notice of change shall be sent three days before the original meeting date to explain the situation and the relevant contents and materials of the new proposal. If less than three days are required, the date of the meeting shall be postponed accordingly or be convened as scheduled with the approval of all the attending directors.

After the notice of an interim meeting of the Board of Directors is issued, if the time, venue and other matters of the meeting need to be changed or the meeting proposal needs to be added, changed or cancelled, it shall be approved by all the attending directors in advance and the corresponding records shall be made.

**Article 23** Any director may waive the right to receive notice of a meeting of the Board of Directors.

Upon receipt of the notice of the meeting, each person who should attend the meeting shall inform the secretary to the Board of Directors as soon as possible whether he/she will attend the meeting. A notice of meeting shall be deemed to have been given to a director who has attended the meeting and has not raised any objection to the failure to receive the notice of meeting before or at the meeting.

**Article 24** From the date of the notice of the meeting to the date of the meeting, the secretary to the Board of Directors shall be responsible for, or arrange for, the communication and contact with all the directors present at the meeting, especially the independent directors, to obtain the directors' opinions or suggestions on relevant proposals, and forward such opinions or suggestions to the proposer of the proposals in a timely manner, so as to improve the relevant proposals put forward by them. The secretary to the Board of Directors shall also promptly arrange to supplement the information necessary for the directors to make corresponding decisions on the contents of the resolutions considered, including the relevant background information of the agenda of the meeting and other information that can help the directors make reasonable, prompt and prudent decisions. If any director raises any questions, the secretary to the Board of Directors shall, on behalf of the Bank, take measures to respond as promptly and fully as possible.

Where appropriate, in order to perform their duties to the Bank, the directors may seek independent professional advice at the Bank's expense, and such request shall be submitted in writing to the Secretary to the Board of Directors. The Board of Directors shall provide independent professional advice to directors to assist them to fulfill their responsibilities to the Bank. The Secretary to the Board of Directors shall reasonably seek appropriate professionals to provide efficient advice.

The management is responsible for providing the Board of Directors and its special committees with adequate and timely information to enable the directors to make informed decisions. The information supplied must be complete and reliable.

**Article 25** The meetings of the Board of Directors shall only be held when more than half of the directors attend the meeting. If any director is related with the enterprise involved in the resolution made at a meeting of the Board of Directors, the said director shall not vote on the said resolution for himself or on behalf of other directors. The meeting of the Board of Directors may be held when more than half of the non-related directors attend the meeting. The resolution made at the meeting of the Board of Directors shall be passed by more than half of the non-related directors. If the number of non-related directors without material interests attending the meeting of the Board of Directors is less than three (3), the matter shall be submitted to the shareholders' general meeting for consideration. Resolutions of major related party transactions shall be approved by more than two-thirds of non-related directors. Where laws, administrative regulations, departmental rules, relevant regulatory authorities and the Articles of Association have other provisions, such provisions shall prevail.

No director shall vote on the resolution of the Board of Directors regarding the contract or arrangement or any other suggestion where the director or any of his close associates has material interests; when determining whether a quorum for the meeting is attained, such director shall not be counted as part of the quorum, save as otherwise stipulated in the Articles of Association approved by the Stock Exchange of Hong Kong Limited.

If a substantial shareholder (as defined under the Hong Kong Listing Rules) or a director has a conflict of interest in a matter to be considered by the meeting of the Board of Directors which the Board of Directors has determined to be material, the matter shall be dealt with through the convention of a meeting of the Board of Directors (other than a vote by circulation of a written resolution). Independent non-executive directors who and whose close associates have no material interest in the transaction shall be present at such meeting of the Board of Directors.

**Article 26** Directors shall attend meetings of the Board of Directors in person. If a director cannot attend the meeting due to certain reasons, he/she may appoint another director in writing to attend on behalf. The power of attorney shall state the name of the appointer and the proxy, the relevant matters, the scope of authorization and the validity period, and shall be signed by the appointer or a chop shall be affixed. A director attending a meeting on another director's behalf shall exercise the director's rights within the scope of authorization. The appointer appoints other directors to attend the meeting of the Board of Directors on his/her behalf, and the appointer shall independently bear legal responsibilities for the decisions made by the him/her within the scope of authorization.

When a director authorizes other director or is authorized to attend the meeting of the Board of Directors, the following principles shall be followed:

- (I) When considering related party transactions, the non-related directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the non-related directors either;
- (II) The independent directors shall not authorize the non-independent directors to attend the meeting, while the non-independent directors shall not accept the authorization of the independent directors either;
- (III) The directors shall not fully authorize other directors to attend the meeting without giving their voting intentions on the proposal, while the relevant directors shall not accept the full authorization or the unclearly defined authorization;
- (IV) One director shall not accept the authorizations of more than two directors while a director cannot authorize a director who has been authorized by other two directors to attend the meeting.

**Article 27** If a director fails to attend meetings of the Board of Directors, either in person or by authorizing another director on his/her behalf, for two consecutive meetings, or attends less than two thirds of the meetings of the Board of Directors in person in a year, he/she shall be deemed as failing to perform his/her duties. The Board of Directors shall propose at the shareholders' general meeting to replace him/her.

**Article 28** Supervisors, the president who is not a director and the secretary to the Board of Directors shall be present at the meetings of the Board of Directors. The chairman of the meeting may invite or notify other relevant persons to attend the meeting as he/she deems necessary. Persons present at the meetings have the right to express their opinions on relevant issues, but do not have the right to vote.

### **Section 3 Holding and Voting Procedures of Meetings of the Board of Directors**

**Article 29** The meetings of the Board of Directors shall be convened and presided over by the chairman. The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman. If the vice chairman is unable or fails to perform his duties, a director shall be elected jointly by more than half of the directors to perform such duties.

After the members of the Board of Directors are elected at the general meeting of the Bank, the first meeting of the new session of the Board of Directors shall be convened and presided over by a director jointly elected by more than half of the directors.

**Article 30** When a meeting of the Board of Directors is convened, the chairman of the meeting shall confirm the number of directors attending the meeting, announce the agenda of the meeting and preside over the meeting based on the agenda. The chairman of the meeting shall reasonably control the progress of the meeting, ensure that the directors present at the meeting fully express their opinions, and improve the efficiency of discussion and the scientificity of decision-making.

The chairman of the meeting shall have the right to announce the adjournment of the meeting according to the meeting progress and schedule.

**Article 31** The Board of Directors shall discuss the matters to be considered on a collective basis, and the directors shall express their opinions independently and objectively. The Board of Directors may listen to the reports of the senior management or relevant personnel of the internal departments of the Bank on the matters considered when necessary.

For proposals requiring prior approval of independent directors according to regulations, the chairman of the meeting shall read out the written approval opinions reached by independent directors before discussing the relevant proposals.

**Article 32** Independent directors shall give objective, fair and independent opinions on the matters discussed by the shareholders' general meeting or Board of Directors. Especially, they shall give opinions to the shareholders' general meeting or Board of Directors in relation to the following matters:

- (I) Material related (connected) transactions;
- (II) Nomination, appointment and removal of directors and appointment or removal of senior management personnel;
- (III) Remunerations of directors and senior management personnel;
- (IV) Profit distribution plans;
- (V) Appointment or removal of accounting firms that conduct regular statutory audits of the Bank's financial reports;
- (VI) Other matters which may materially affect the legitimate rights and interests of the Bank, depositors, minority shareholders, financial consumers and other stakeholders;
- (VII) Other matters stipulated by laws, regulations, listing rules of the stock exchange at the place where the Bank's shares are listed or the Articles.

Independent directors shall clearly express the following opinions on the above matters:

- (I) Agreement;
- (II) Qualified opinion and reason therefor;
- (III) Objection and reason therefor;
- (IV) Inability to express opinion and reason therefor.

**Article 33** Directors shall carefully read the relevant meeting information and express their opinions independently and prudently on the basis of full understanding of the situation.

Before the meeting, the directors may learn the information necessary for decision-making from relevant personnel and institutions including the office of the Board of Directors, the convener of the meeting, the president, other senior managements, special committees, accounting firms, and law firms. Directors can also suggest to the chairman of the meeting to invite the above personnel and representatives of the institutions to attend the meeting to explain the relevant situation during the course of the meeting.

The chairman of the meeting can request relevant personnel to attend the meeting and answer inquiries and questions.

**Article 34** The chairman shall restrain any director who obstructs the normal conduct of the meeting or interrupts the speech of other directors in a timely manner. Unless it is unanimously agreed by all attending directors, the meeting of the Board of Directors shall not vote on any proposal not included in the notice on the meeting. Where a director accepts the appointment of any other director to attend the meeting of the Board of Directors on his/her behalf, he/she shall not vote on the proposal not included in the notice on the meeting on behalf of any other director.

**Article 35** All directors present at the meeting of the Board of Directors shall vote for, against or abstain with respect to proposals submitted to the Board of Directors for deliberation. The resolutions of the Board of Directors shall be made by the way of open balloting and each director would have one vote right.

A director attending a meeting on another director's behalf shall exercise the director's rights within the scope of authorization.

If a director fails to attend a meeting of the Board of Directors and does not appoint a proxy to act on his behalf, he/she shall be deemed as having waived his right to vote at the meeting. The directors who leave the meeting without casting a vote and do not come back shall be deemed to have abstained.

During the period of individual Shareholders of the Bank having pledged 50% or more of his/her equity interests in the Bank, the directors nominated by him/her shall suspend the exercise of voting rights at the meetings of the Board of Directors of the Bank.

If substantial shareholders fail to repay the loans granted by the Bank when due, directors nominated or appointed by them shall not exercise their voting rights at the meetings of the Board of Directors.

**Article 36** The meeting of the Board of Directors may adopt two voting methods: voting by meeting (including video conference and teleconference) and voting by circulation of written resolution.

Voting by circulation of written resolutions shall meet the following conditions:

- (I) The circulation of written resolutions shall be delivered to all directors at least three days before voting, and relevant background and relevant information and data shall be provided to facilitate the directors' decision-making;

- (II) The circulation of written resolutions shall be conducted based on the principle of one vote for one matter and the directors shall not be required to cast only one vote on several matters;
- (III) The circulation of written resolutions shall be indeed necessary, and the proposal for circulation of written resolutions shall specify the reasons for circulation of written resolutions and its compliance with the Articles;
- (IV) The circulation of written resolutions shall specify the effective time limit for voting, and any director who fails to vote within the effective time limit shall be deemed to be absent from the meeting;
- (V) The relevant matters which are not subject to the laws and regulations and the listing rules of the place where the Bank's shares are listed shall not be voted by way of circulation of written resolutions.

The time limit specified in the notice of meeting shall be the valid time for voting. At the end of the last working day within the prescribed time limit, any director who does not express his/her opinion shall be deemed to have abstained from voting.

Where a resolution is voted by way of a circulation of written resolution, the directors or other directors appointed by them shall specify the affirmative or negative opinions on the resolution. Once the number of directors who sign in favor of the resolution reaches the quorum as required by the Articles of Association, the resolution shall be deemed as a resolution of the Board of Directors.

All directors attending the meeting can only vote for, against or abstain from voting. Directors shall vote prudently and shall not withdraw their votes after making the decision. Directors are responsible for the resolutions made by the Board of Directors. If a resolution of the Board of Directors violates the laws, regulations, rules, the Articles of Association of the Bank or the resolutions of the shareholders' general meeting which results in serious losses to the Bank, the directors participating in the resolution shall be liable for compensation to the Bank. But directors who have expressed their objection to voting or recorded in the minutes of the meeting may be exempt from such liability. The director who has received the notice shall not absent from the meeting without proper reasons, and the director who has not appointed a proxy shall be deemed to have not expressed his/her objection and shall not be exempted from liability.

**Article 37** Resolutions made by the Board of Directors may be passed by a majority of all the directors except for the following major matters which shall be approved by a vote of at least two-thirds of the directors and which cannot be convened by written summons.

- (I) Profit distribution programs;



- (II) Remuneration programs;
- (III) Significant investments;
- (IV) Major asset disposal programs;
- (V) Appointment or dismissal of senior management;
- (VI) Capital replenishment plans;
- (VII) Other circumstances where the circulation of written resolution is not permitted under the laws and regulations and the regulatory rules of the place where the Bank's shares are listed.

**Article 38** On-site meetings of the Board of Directors shall be audio- and video-recorded; if meetings of the Board of Directors are held by way of teleconference or video-conference, the directors present shall be able to hear the speeches of other directors and communicate with each other. Where a director is unable to sign the record of such meetings immediately, he/she shall vote orally and shall sign in writing as soon as practicable. An oral vote of a director shall have the same effect as a written signature provided that the subsequent written signature corresponds to the oral vote taken at the meeting. In the event of any inconsistency between such written signature and the oral vote, the oral vote shall prevail.

If the meeting of the Board of Directors is held by means of circulation of written resolutions, namely serving the proposals on directors individually or circulating the resolutions among the directors for review, each director or his/her proxy shall express their opinions as either affirmative or negative in writing. Once the number of the directors who express affirmative opinion reaches the quorum, the content of the proposal shall become a resolution of the Board of Directors.

#### **Section 4 Resolutions and Minutes of Meetings**

**Article 39** The Board of Directors shall keep minutes of its decisions on the matters considered. The office of the Board of Directors is responsible for the minutes. Directors attending the meeting and the person taking the minutes shall sign their names on the minutes of the meeting. The attending directors shall have the rights to require making explanatory notes on their speech at the meeting.

Any director neither signs as required nor adds any written remark nor reports to the regulatory authority nor makes public statements shall be deemed totally agree with the contents of the minutes.

**Article 40** The minutes of the meeting of the Board of Directors shall include the information as follows:

- (I) the date, venue and names of the conveners;
- (II) the names of directors who are present or the assignees (proxies);
- (III) the agenda of the meeting;
- (IV) the keynotes of the directors' statements, including any doubts or objections expressed;
- (V) voting method and result for each resolution (the numbers of votes for, against and abstained shall all be clearly indicated).

**Article 41** In addition to the minutes of the meeting, the office of the Board of Directors shall prepare resolutions of the meeting based on the conduct of the meeting and the statistic result of voting. Directors present at the meeting shall confirm the resolutions of the meeting by signature, and if they have different opinions, they may explain when signing.

**Article 42** Archives of meetings of the Board of Directors, including notices of meeting and meeting materials, attendance sheet, power of attorney for the directors' appointment of proxies for attendance at the meeting, tape or video of the meeting, voting paper, minutes and resolutions of meeting signed by the attended directors, shall be kept appropriately.

Archives of meetings of the Board of Directors shall be kept permanently.

**Article 43** Resolutions made by the Board of Directors shall be announced by the secretary of the Board of Directors pursuant to the rules of the stock exchange. Before announcement of the resolutions, the attending directors, other attendants, and the recording and service staff shall fulfill the confidentiality obligation.

**Article 44** The directors are entitled to access to the resolutions of the Board of Directors and minutes of the meeting.

#### **Chapter 4 Information Disclosure**

**Article 45** The Board of Directors shall strictly observe the regulations of the relevant regulatory authority in relation to the disclosure of information, and fully, timely and accurately disclose the matters or resolutions considered and passed by the Board of Directors which should be disclosed. Information relating to significant matters shall be submitted to relevant regulatory authority for filing.

**Article 46** If the opinions of the independent directors are information requiring disclosure, the Bank shall disclose such opinions in accordance with the regulations. If the independent directors are of the divergent views and cannot reach any consensus, the Board of Directors shall disclose the opinions of each of the independent directors.

**Article 47** If the matters considered at the meeting of the Board of Directors are confidential, the attendees of the meeting must keep such information confidential. Liability shall be imposed on those who are in breach of this duty.

#### **Chapter 5 Implementation of the Resolutions of the Meeting of the Board of Directors and Feedbacks**

**Article 48** The President or the executing person as decided upon by a resolution of the Board of Directors shall be responsible for implementing the resolution and reporting the implementation results to the chairman. The secretary to the Board of Directors shall know the status of the execution of the resolution timely, and report the same to the Board of Directors.

The secretary to the Board of Directors shall truthfully communicate the opinion of the Chairman of the Board of Directors to relevant directors and other senior managements of the Bank.

**Article 49** At each meeting of the Board of Directors, the Chairman of the Board of Directors, the President of the Bank or relevant person shall, as requested by the Board of Directors, report the status of the execution of the previous Board resolutions to the Board of Directors. Directors have the right to make inquires to the executive in this regard.

#### **Chapter 6 Miscellaneous**

**Article 50** Unless otherwise indicated, the terms are used synonymously in the Rules and the Articles.

**Article 51** All “over”, “under”, “within”, “no less than”, “not exceeding”, and “at least” in the Rules include the relevant figure itself; “no more than”, “lower than”, “less than”, “except”, “exceed” do not include the relevant figure itself.

**Article 52** Issues not covered in the Rules or in conflict with laws, regulations, departmental rules, provisions of the securities regulatory authority at the place where the Bank’s shares are listed, the relevant provisions of the Hong Kong Listing Rules and the Articles promulgated or amended from time to time after the effectiveness of the Rules, shall be implemented in accordance with laws, regulations, departmental rules, provisions of the securities regulatory authority at the place where the Bank’s shares are listed, the relevant provisions of the Hong Kong Listing Rules and the Articles. The Board of Directors shall propose amendments to the Rules in a timely manner and submit to the shareholders’ general meeting for consideration and approval.

**Article 53** The Rules shall come into force from the date of consideration and approval by the shareholders' general meeting of the Bank, and the former Rules of Procedure of the Board of Directors of Jiangxi Bank Co., Ltd. (JYGZ [2020] No. 139) shall be concurrently repealed.

**Article 54** The authority of interpretation of these Rules shall be vested with the Board of Directors.

**Comparison Table of Amendments to the Rules of  
Procedure of the Board of Supervisors**

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
1.	Article 1 In order to clarify the functions and powers of the Board of Supervisors of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Bank”) and regulate the organizational behavior and operation procedures of the Board of Supervisors, the Bank has complied with the Company Law of the People’s Republic of China, the Guidelines on Corporate Governance of Commercial Banks and the Guidelines on the Work of the Board of Supervisors of Commercial Banks...	Article 1 In order to clarify the functions and powers of the Board of Supervisors of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Bank”) and regulate the organizational behavior and operation procedures of the Board of Supervisors, the Bank has complied with the Company Law of the People’s Republic of China, <b><u>the Code of Corporate Governance for Banking and Insurance Institutions, the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial)</u></b> and the Guidelines on the Work of the Board of Supervisors of Commercial Banks...
2.	Article 5 The Board of Supervisors shall consist of three (3) to thirteen (13) supervisors.	Article 5 The Board of Supervisors shall <b><u>comprise nine (9)</u></b> supervisors.

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
3.	<p>Article 7 Shareholder supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 3% of the total number of the Bank's voting shares; external supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 1% of the total number of the Bank's voting shares. Employee representative supervisors shall be nominated by the Board of Supervisors and the labor union of the Bank.</p> <p>The number of supervisors nominated by the same shareholder and its associates shall not exceed one-third of the total number of members of the Board of Supervisors, unless otherwise provided by laws and regulations.</p> <p>Shareholder supervisors and external supervisors shall be elected, removed and replaced by the shareholders' general meeting of the Bank; employee supervisors shall be elected, removed and replaced by the employee representative meeting or other democratic procedures of the Bank.</p>	<p>Article 7 Shareholder supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 3% of the total number of the Bank's voting shares; external supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 1% of the total number of the Bank's voting shares. Employee representative supervisors shall be nominated by the Board of Supervisors and the labor union of the Bank.</p> <p>The number of supervisors nominated by the same shareholder and its associates shall not exceed one-third of the total number of members of the Board of Supervisors, unless otherwise provided by laws and regulations.</p> <p>Shareholder supervisors and external supervisors shall be elected, removed and replaced by the shareholders' general meeting of the Bank; employee supervisors shall be elected, removed and replaced by the employee representative meeting or other democratic procedures of the Bank.</p> <p><b><u>Directors and senior management shall not act concurrently as supervisors.</u></b></p>
4.	<p>Article 8 The Board of Supervisors shall have one chairman, who shall be appointed or removed by the votes of more than two thirds of the supervisors. The chairman shall be served as by a dedicated designated person and convene the Board of Supervisors. The chairman shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc. If the chairman of the Board of Supervisors is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall act on his/her behalf.</p>	<p>Article 8 The Board of Supervisors shall have one <b><u>chairman and may have a vice chairman</u></b>, who shall be appointed or removed <u>by</u> the votes of more than two thirds <b><u>(inclusive)</u></b> of the supervisors. <b><u>The chairman</u></b> of the Board of Supervisors shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc. If <b><u>the chairman of the Board of Supervisors</u></b> is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall act on his/her behalf.</p>

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
5.	<p>Article 9 The chairman shall exercise the following functions and powers:</p> <p>(1) To convene and preside over meetings of the Board of Supervisors;</p> <p>(2) To organize fulfillment of the duties of the Board of Supervisors;</p> <p>(3) To review and execute the reports, resolutions and other important documents of the Board of Supervisors;</p> <p>(4) To report, on behalf of the Board of Supervisors, to the shareholders' general meeting on his/her work;</p> <p>(5) To exercise other functions and powers stipulated by laws, regulations and the Articles.</p>	<p>Article 9 <b><u>The chairman of the Board of Supervisors</u></b> shall exercise the following powers:</p> <p>(1) To convene and preside over meetings of the Board of Supervisors;</p> <p>(2) To organize fulfillment of the duties of the Board of Supervisors;</p> <p>(3) To review and execute the reports, resolutions and other important documents of the Board of Supervisors;</p> <p>(4) To report, on behalf of the Board of Supervisors, to the shareholders' general meeting on his/her work;</p> <p><b><u>(5) To help supervisors conduct work efficiently, and lead the Board of Supervisors in an effective manner;</u></b></p> <p><b><u>(6) To ensure supervisors are able to obtain accurate, timely and clear information;</u></b></p> <p><b><u>(7) To lead the formulation of each proposals and reports that the Board of Supervisors shall submit to shareholders' general meetings;</u></b></p> <p>(8) To exercise other functions and powers stipulated by laws, regulations and the Articles.</p>
6.		<p><b><u>Article 10 Supervisors shall attend the meetings of the Board of Supervisors on time, fully review the resolutions of the Board of Supervisors, independently, professionally and objectively express their opinions, independently vote on the basis of prudent judgment, and be responsible for the resolutions of the Board of Supervisors.</u></b></p>

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
7.	<p>Article 17 The Board of Supervisors shall exercise the following functions and powers in accordance with the law:</p> <p>(1) To supervise the important financial decisions and implementation of the Board of Directors and the senior management, and to order the Board of Directors and the senior management and their members to rectify any problems in important financial decisions and implementation. Reports shall be made to the regulatory authority where necessary.</p> <p>(2) To examine the regular reports of the Bank prepared by the Board of Directors and provide written opinions thereon.</p> <p>(3) To examine the financial position of the Bank, examine and approve the Bank's plans for profit distribution and make comments on its compliance and reasonability.</p> <p>(4) To examine financial information such as financial reports, business reports and profit distribution plans proposed by the Board of Directors to the shareholders' general meeting, and to engage any certified public accountant or practicing auditor in the name of the Bank to assist in the examination of queries (if any).</p>	<p>Article 18 The Board of Supervisors shall exercise the following functions and powers in accordance with the law:</p> <p><u>(1) To examine the regular reports of the Bank prepared by the Board of Directors and provide written opinions thereon;</u></p> <p><u>(2) To examine the financial position of the Bank, examine and approve the Bank's plans for profit distribution and make comments on its compliance and reasonability;</u></p> <p><u>(3) To supervise the compliance of the engagement, dismissal and reappointment of external auditing organ, as well as the fairness of terms of appointment and remuneration and the independence and effectiveness of external audit work;</u></p> <p><u>(4) To take charge of the comprehensive evaluation of the performance of the Board of Directors, Board of Supervisors and senior management and their members, and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings;</u></p>



No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
	<p>(5) To take charge of the comprehensive evaluation of the performance of the Board of Directors, Board of Supervisors and senior management and their members, and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings.</p> <p>(6) To supervise the performance of the compliance management duties of the Board of Directors and senior management.</p> <p>(7) To supervise the establishment and improvement of the Bank's internal control governance structure, as well as the division of responsibilities and performance of duties by relevant parties.</p> <p>(8) To supervise the establishment and improvement of the Bank's comprehensive risk management governance structure, as well as the division of responsibilities and performance of duties by relevant parties.</p> <p>(9) To supervise and evaluate the performance of the Board of Directors and senior management in liquidity risk management, and report to the shareholders' general meeting (shareholders) at least once a year.</p> <p>(10) To supervise the construction and effectiveness of the Bank's consolidated financial statements management mechanism; to supervise the duty performance of the Board of Directors and senior management in relation to consolidated financial statements management and make comprehensive evaluation based on such performance; to urge the Board of Directors to supervise the governance and operational management of the Bank and its subsidiary companies, and to urge them to make rectifications.</p>	<p>(5) To inquire directors and senior management personnel;</p> <p><b><u>(6) To require directors and senior management personnel to rectify their acts that harm the Bank's interest, and propose dismissal or bring a lawsuit against directors and senior management personnel who have violated laws and regulations, the Articles or the resolutions of shareholders' general meetings;</u></b></p> <p>(7) To supervise the performance of duties concerning information disclosure of the Board of Directors and senior management personnel, to pay attention to the Bank's information disclosure, and if problems like violation of laws and rules are found, to investigate and put forward treatment proposals and report relevant information to the banking regulatory authorities in time;</p> <p><b><u>(8) To supervise and require for rectification regarding the Bank's risk management and internal control, to supervise the Board of Directors and senior management in improving the internal control system; to supervise the Board of Directors and senior management in material financial decisions and the implementation thereof and in their performance of case prevention; to supervise the Board of Directors, senior management and their members in performing the duties of internal control;</u></b></p>

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
	<p>(11) To supervise and evaluate the performance of the Board of Directors and senior management in the capital management and capital measurement advanced method management, and report the performance of the Board of Directors and senior management to the shareholders' general meeting at least once a year.</p> <p>(12) To supervise the scientificity and rationality of the remuneration management system and policies of the Bank and the remuneration plan for senior management members.</p> <p>(13) To supervise the performance of the duties of the Board of Directors and senior management in case prevention. The chairman of the Board of Supervisors is the first person responsible for case prevention supervision.</p> <p>(14) To supervise and evaluate the performance of the Board of Directors and senior management in data governance.</p> <p>(15) To supervise the formulation and implementation of the business development strategies of the Bank, to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank, and to regularly evaluate the scientificity, reasonability and effectiveness of development strategies and form evaluation reports.</p>	<p><u>(9)</u> To examine financial information such as financial reports, business reports and profit distribution plans as proposed by the Board of Directors to the shareholders' general meeting, and if there are any queries, to engage any certified public accountant or practicing auditor in the name of the Bank to assist in the examination;</p> <p><u>(10)</u> If there are any unusual circumstances in the Bank's operations, to conduct investigation; and if necessary, to engage such professionals as accounting firms and law firms to assist in the work, at the expenses of the Bank;</p> <p><u>(11)</u> To propose motions to the shareholders' general meeting;</p> <p><u>(12)</u> To propose the convening of extraordinary shareholders' general meetings and to convene and preside over the extraordinary shareholders' general meetings when the Board of Directors fails to perform the duty of convening and presiding over the shareholders' general meetings;</p> <p><u>(13)</u> To propose to convene a provisional meeting of the Board of Directors;</p> <p><u>(14)</u> To supervise the formulation and <u>implementation of the business development strategies of the Bank, to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank, and to regularly evaluate the scientificity, reasonability and effectiveness of development strategies and form evaluation reports;</u></p>

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
	<p>(16) To supervise the performance of duties concerning information disclosure of the Board of Directors and senior management personnel, to pay attention to the Bank's information disclosure, and if problems like violation of laws and rules are found, to investigate and put forward treatment proposals and report relevant information to the banking regulatory authorities in time.</p> <p>(17) To supervise the selection and appointment procedures of directors.</p> <p>(18) To conduct audit on resignation of directors and senior management personnel as required.</p> <p>(19) To supervise the compliance of the engagement, dismissal and reappointment of external auditing organ, as well as the fairness of terms of appointment and remuneration and the independence and effectiveness of external audit work.</p> <p>(20) To instruct the internal audit department of the Bank to independently perform the auditing and supervision function, and effectively implement the business management and work evaluation of the internal audit department.</p> <p>(21) To inquire directors and senior management personnel.</p> <p>(22) To require directors and senior management personnel to rectify their acts that harm the Bank's interest, and propose dismissal or bring a lawsuit against directors and senior management personnel who have violated laws and regulations, the Articles or the resolutions of shareholders' general meetings.</p>	<p>(15) To supervise the construction and effectiveness of the Bank's consolidated financial statements management mechanism; to supervise the duty performance of the Board of Directors and senior management in relation to consolidated financial statements management and make comprehensive evaluation based on such performance; to urge the Board of Directors to supervise the governance and operational management of the Bank and its subsidiary companies, and to urge them to make rectifications;</p> <p><b><u>(16) To oversee the comprehensive risk management by supervising and examining the Board of Directors' and senior management members' performance of their respective risk management responsibilities and requiring for rectification thereupon, and include their findings in the work reports of the Board of Supervisors;</u></b></p> <p><b><u>(17) To regularly communicate with the banking regulatory authorities about relevant information of the Bank;</u></b></p> <p><b><u>(18) To instruct the internal audit department of the Bank to independently perform the auditing and supervision function, and effectively implement the business management and work evaluation of the internal audit department, and have the right to require the Board of Directors and senior management to provide audit related information;</u></b></p> <p>(19) To train supervisors regularly so as to enhance their ability of execution of duty;</p>

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
	<p>(23) If there are any unusual circumstances in the Bank's operations, to conduct investigation; and if necessary, to engage such professionals as accounting firms and law firms to assist in the work, at the expenses of the Bank.</p> <p>(24) To propose motions to the shareholders' general meeting.</p> <p>(25) To propose the convening of extraordinary shareholders' general meetings and to convene over the extraordinary shareholders' general meetings when the Board of Directors fails to perform the duty of convening over the shareholders' general meetings.</p> <p>(26) To propose to convene a provisional meeting of the Board of Directors.</p> <p>(27) To regularly communicate with the banking regulatory authorities about relevant information of the Bank.</p> <p>(28) To train supervisors regularly so as to enhance their ability of execution of duty.</p> <p>(29) To exercise other functions and powers as stipulated by laws and regulations or the Articles and granted by the shareholders' general meeting.</p>	<p><u>(20) To supervise over the procedure for election of directors;</u></p> <p><u>(21) To supervise the scientificity and rationality of the Bank's remuneration management systems and policies and the remuneration proposals for the senior management members, and to urge prompt rectification;</u></p> <p><u>(22) To oversee and evaluate the performance of duties by the Board of Directors and senior management in their capital management, and at least once annually to report such performance of duties to the shareholders' general meeting;</u></p> <p><u>(23) To exercise other functions and powers as stipulated by laws and regulations or the Articles and granted by the shareholders' general meeting.</u></p>

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
8.	<p>Article 27 External supervisors of the Bank refer to supervisors who do not hold any position in the Bank other than supervisor and have no relationship with the Bank and its substantial shareholders that may affect their independent and objective judgment. Staff of state authorities shall not concurrently serve as external supervisors of the Bank.</p> <p>The external supervisor shall make declaration to the Board of Supervisors before assuming office to warrant that they shall have sufficient time and energy to perform their duties and undertake that they shall be diligent and dutiful. External supervisors shall not serve in the Bank for more than six years, concurrently serve in more than two commercial banks, and concurrently serve as external supervisors in financial institutions that may have conflicts of interest.</p> <p>One shareholder shall only nominate one candidate for independent director or external supervisor, and shall not nominate both the independent director and external supervisor.</p> <p>The qualifications, election, replacement and resignation procedures of external supervisors shall be in accordance with the provisions on independent directors in the Articles of Association of the Bank.</p>	<p><b>Article 28</b> External supervisors of the Bank refer to supervisors who do not hold any position in the Bank other than supervisor and have no relationship with the Bank and its substantial shareholders and <b>de facto controllers</b> that may affect their independent and objective judgments. Staff of state authorities shall not concurrently serve as external supervisors of the Bank.</p> <p>The external supervisor shall make declaration to the Board of Supervisors before assuming office to warrant that they shall have sufficient time and energy to perform their duties and undertake that they shall be diligent and dutiful. External supervisors shall not serve in the Bank for more than six years, concurrently serve as <b>external supervisors</b> in more than two commercial banks, and concurrently serve as external supervisors in financial institutions that may have conflicts of interest.</p> <p>One shareholder <b>and its related parties</b> shall only nominate one candidate for independent director or external supervisor, and shall not nominate both the independent director and external supervisor, <b>unless otherwise specified by the government.</b></p> <p>The qualifications, election, replacement and resignation procedures of external supervisors shall be in accordance with the provisions on independent directors in the Articles of Association of the Bank.</p>

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
9.	<p>Article 31 The meetings of the Board of Supervisors shall be divided into regular meetings and extraordinary meetings of the Board of Supervisors.</p> <p>The Board of Supervisors shall hold at least one regular meeting every quarter.</p>	<p><b>Article 32</b> The meetings of the Board of Supervisors shall be divided into regular meetings and extraordinary meetings of the Board of Supervisors.</p> <p><b><u>Regular meetings of the Board of Supervisors shall be held at least four times a year and shall be convened by the chairman of the Board of Supervisors; extraordinary meetings may be convened upon proposal by the Supervisors.</u></b></p>
10.	<p>Article 32 The chairman of the Board of Supervisors shall convene and preside over an extraordinary meeting of the Board of Supervisors within ten days under any of the following circumstances:</p> <p>(1) The chairman of the Board of Supervisors deems it necessary;</p> <p>(2) Jointly proposed by more than one-third of the supervisors;</p> <p>(3) Proposed by all external supervisors.</p>	<p><b>Article 33</b> <b><u>The chairman of the Board of Supervisors</u></b> shall convene and preside over an extraordinary meeting of the Board of Supervisors within ten days under any of the following circumstances:</p> <p>(1) <b><u>The chairman of the Board of Supervisors</u></b> deems it necessary;</p> <p>(2) Jointly proposed by more than one-third of the supervisors;</p> <p>(3) Proposed by all external supervisors.</p>
11.	<p>Article 33 The meetings of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors fails or is unable to perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.</p> <p>...</p>	<p><b>Article 34</b> The meetings of the Board of Supervisors shall be convened and presided over by <b><u>the chairman of the Board of Supervisors</u></b>. If <b><u>the chairman of the Board of Supervisors</u></b> fails or is unable to perform his/her duties, a supervisor jointly elected by more than half of the supervisors shall preside over the meeting.</p> <p>...</p>

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
12.	<p>Article 40 The agenda and time of regular meetings of the Board of Supervisors shall be determined by the chairman of the Board of Supervisors. All supervisors shall have the opportunity to propose matters for discussion to be included in the agenda of regular meetings of the Board of Supervisors, which shall be written into the meeting notice and issued upon confirmation by the chairman of the Board of Supervisors.</p> <p>The agenda of an extraordinary meeting of the Board of Supervisors may be written into the meeting notice and issued after being determined by the chairman of the Board of Supervisors.</p>	<p><b>Article 41</b> The agenda and time of regular meetings of the Board of Supervisors are generally determined by <b><u>the chairman of the Board of Supervisors</u></b>. All supervisors shall have the opportunity to propose matters for discussion to be included in the agenda of regular meetings of the Board of Supervisors, which shall be written into the meeting notice and issued upon confirmation by <b><u>the chairman of the Board of Supervisors</u></b>.</p> <p>The agenda of an extraordinary meeting of the Board of Supervisors may be written into the meeting notice and issued after being determined by <b><u>the chairman of the Board of Supervisors</u></b>.</p>
13.	<p>Article 41 The following persons or institutions may submit proposals to the Board of Supervisors:</p> <p>(2) the Chairman of the Board of Supervisors;</p>	<p><b>Article 42</b> The following persons or institutions may submit proposals to the Board of Supervisors:</p> <p>(1) more than one-third of the supervisors;</p> <p><b><u>(2) the Chairman of the Board of Supervisors;</u></b></p> <p>(3) more than half of the external supervisors;</p> <p>(4) Special committees of the Board of Supervisors.</p>
14.	<p>Article 42 Where a supervisor proposes to convene an extraordinary meeting of the Board of Supervisors, he/she shall submit a written proposal signed by the proposing supervisor through the office of the Board of Supervisors or directly to the chairman of the Board of Supervisors.</p>	<p><b>Article 43</b> Where a supervisor proposes to convene an extraordinary meeting of the Board of Supervisors, he/she shall submit a written proposal signed by the proposing supervisor through the office of the Board of Supervisors or directly to <b><u>the chairman of the Board of Supervisors</u></b>.</p>

No.	Original Clause of the Rules of Procedure of the Board of Supervisors	Amended Clause of the Rules of Procedure of the Board of Supervisors
15.	Article 46 The meetings of the Board of Supervisors shall discuss the issues listed one by one. When discussing issues, supervisors shall express their opinions. Matters to be resolved by the board of supervisors shall be voted by open ballot, and each supervisor shall have one vote. Resolutions of the Board of Supervisors shall be passed by more than two-thirds of all supervisors.	<b>Article 47</b> The meetings of the Board of Supervisors shall discuss the issues listed one by one. When discussing issues, supervisors shall express their opinions. Matters to be resolved by the board of supervisors shall be voted by open ballot, and each supervisor shall have one vote. Resolutions of the Board of Supervisors shall be passed by <b><u>more than two-thirds (including two-thirds) of the members of the Board of Supervisors.</u></b>
16.	Article 47 When significant issues are discussed at the meeting of the Board of Supervisors, in case of disagreement, if there are certain questions on the discussed issues, the chairman of the Board of Supervisors shall decide whether to suspend voting. After further investigation and verification, the matter will be submitted to the next meeting for voting.	<b>Article 48</b> When significant issues are discussed at the meeting of the Board of Supervisors, in case of disagreement, if there are certain questions on the discussed issues, <b><u>the chairman of the Board of Supervisors</u></b> shall decide whether to suspend voting. After further investigation and verification, the matter will be submitted to the next meeting for voting.
17.	Article 50 . . . The minutes of meetings of the Board of Supervisors shall be kept as the Bank's files for at least ten years.	<b>Article 51</b> . . . The minutes of meetings of the Board of Supervisors shall be <b><u>kept permanently</u></b> as the Bank's files.
18.	Article 58 The Rules shall come into force from the date of issuance by the Bank after consideration and approval by the shareholders' general meeting, and the former Rules of Procedure of the Board of Supervisors of Jiangxi Bank Co., Ltd. (JYGZ [2018] No. 14) shall be concurrently repealed.	<b>Article 59</b> The Rules shall come into force from the date of issuance by the Bank after consideration and approval by the shareholders' general meeting, and the former Rules of Procedure of the Board of Supervisors of Jiangxi Bank Co., Ltd. <b><u>(JYGZ [2020] No. 126)</u></b> shall be concurrently repealed.



No.	Original Provisions of the Working Rules for External Supervisors	Amended Provisions of the Working Rules for External Supervisors
1.	<p>Article 1 The Working Rules are worked out to further improve the corporate governance of Jiangxi Bank Co., Ltd. (hereinafter referred to as “the Bank”) and establish and improve the work system of the Bank’s external supervisors in accordance with relevant domestic and foreign laws and regulations, regulatory documents like the PRC Company Law, the PRC Commercial Banking Law, the Corporate Governance Guidelines for Commercial Banks (《商業銀行公司治理指引》), the Guidelines on the Functioning of Supervisory Board of Commercial Banks (《商業銀行監事會工作指引》), the Guidelines on Independent Directors and External Supervisors of Joint Stock Commercial Banks (《股份制商業銀行獨立董事和外部監事制度指引》), the Articles of Association of Jiangxi Bank Co., Ltd. (hereinafter referred to as “the Articles”) and other relevant laws, regulations and rules.</p>	<p>Article 1 The Working Rules are worked out to further improve the corporate governance of Jiangxi Bank Co., Ltd. (hereinafter referred to as “the Bank”) and establish and improve the work system of the Bank’s external supervisors in accordance with relevant domestic and foreign laws and regulations, regulatory documents like the PRC Company Law, the PRC Commercial Banking Law, <u>the Corporate Governance Code for Banking and Insurance Institutions</u> (《銀行保險機構公司治理准則》), the Guidelines on the Functioning of Supervisory Board of Commercial Banks (《商業銀行監事會工作指引》), the Guidelines on Independent Directors and External Supervisors of Joint Stock Commercial Banks (《股份制商業銀行獨立董事和外部監事制度指引》), the Articles of Association of Jiangxi Bank Co., Ltd. (hereinafter referred to as “the Articles”) and other relevant laws, regulations and rules.</p>
2.	<p>Article 2 External supervisors of the Bank refer to supervisors who do not hold any position in the Bank other than as supervisor and who do not have any relation with the Bank and major shareholders that may affect their independent and objective judgement.</p>	<p>Article 2 External supervisors of the Bank refer to supervisors who do not hold any position in the Bank other than as supervisor and who do not have any relation with the Bank or major shareholders and <u>de facto controllers</u> that may affect their independent and objective judgement.</p>

No.	Original Provisions of the Working Rules for External Supervisors	Amended Provisions of the Working Rules for External Supervisors
3.	<p>Article 3 An external supervisor shall possess high professional quality and good reputation and at the same time meet the following requirements:</p> <p>(I) Being qualified to serve as a supervisor of the Bank pursuant to laws, regulations, provisions of the regulatory authority of the locality in which the Bank's shares are listed and the Articles;</p> <p>(II) Performing duties independently without being influenced by the Bank's major shareholders, effective controllers and other units or persons having interest relations with the Bank;</p> <p>(III) Having a bachelor degree or above, or senior vocational titles of relevant professions or above;</p> <p>(IV) Having above five years' experience in law, economics, finance, accounting or other work experience in favour of performing the duties of an external supervisor;</p> <p>(V) Being familiar with the operation and management of a commercial bank and relevant laws, administrative regulations and rules;</p> <p>(VI) Being able to read, understand and analyze credit reports and financial statements of commercial banks;</p> <p>(VII) Making a statement to the Board of Supervisors before taking office to ensure that he/she has sufficient time and energy to effectively perform duties and undertake that he/she will observe the obligation of honesty and be diligent.</p>	<p>Article 3 An external supervisor shall possess high professional quality and good reputation and at the same time meet the following requirements:</p> <p>(I) Being qualified to serve as a supervisor of the Bank pursuant to laws, regulations, provisions of the regulatory authority of the locality in which the Bank's shares are listed and the Articles;</p> <p>(II) Performing duties independently without being influenced by the Bank's major shareholders, effective controllers, <u>senior management</u> and other units or persons having interest relations with the Bank;</p> <p>(III) Having a bachelor degree or above, or senior vocational titles of relevant professions or above;</p> <p>(IV) Having above five years' experience in law, economics, finance, accounting or other work experience in favour of performing the duties of an external supervisor;</p> <p>(V) Being familiar with the operation and management of a commercial bank and relevant laws, administrative regulations and rules;</p> <p>(VI) <u>Being able to use credit reports, statistical statements and financial statements of commercial banks to make judgement on management and risk situation of the financial institutions;</u></p> <p>(VII) <u>Understanding the corporate governance structure, the Articles of Association and the duties and responsibilities of the Board of the Bank;</u></p> <p>(VIII) <u>Making a statement to the Board of Supervisors before taking office to ensure that he/she has sufficient time and energy to perform duties and undertake that he/she will observe the obligation of honesty and be diligent;</u></p> <p>(IX) <u>Performing their duties faithfully, independently and diligently and soundly protect the legitimate rights and interests of the Bank and the minority shareholders and financial consumers;</u></p> <p>(X) <u>Keeping the Bank's secrets in addition to reporting relevant information to the regulatory authorities pursuant to the requirements.</u></p>

No.	Original Provisions of the Working Rules for External Supervisors	Amended Provisions of the Working Rules for External Supervisors
4.	<p>Article 5 The number of external supervisors shall be at least two and at least one third of the total number of supervisors.</p>	<p>Article 5 The number of external supervisors shall be <u>three</u>, accounting for one third of the total number of supervisors.</p>
5.	<p>Article 6 External supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 1% of the total number of the Bank’s voting shares.</p> <p>In principle, the same shareholder and his/her connected person shall nominate only one candidate for independent director or external supervisor and shall not nominate candidates for both independent director and external supervisor. If a waiver is required due to a special shareholding structure, an application setting out the reasons shall be made to the banking regulatory authority.</p>	<p>Article 6 External supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 1% of the total number of the Bank’s voting shares.</p> <p>In principle, the same shareholder and his/her connected person shall nominate only one candidate for independent director or external supervisor and shall not nominate candidates for both independent director and external supervisor <u>but that otherwise prescribed by the State shall prevail.</u></p>
6.	<p>Article 10 The term of office of an external supervisor shall be three years, and is renewable upon re-election. The cumulative term of office for external supervisors shall not exceed six (6) years, and external supervisors shall not hold positions in more than two commercial banks at the same time, or serve concurrently as external supervisor in a financial institution which may have interest conflict with the Bank. The external supervisor’s term of office shall be calculated from the date on which he/she takes up the office until the term of office of the current Board of Supervisors expires. An external supervisor, before his/her term of office expires, shall not be dismissed by the shareholders’ general meeting without any reason.</p> <p>...</p>	<p>Article 10 The term of office of an external supervisor shall be three years, and is renewable upon re-election. The cumulative term of office for external supervisors shall not exceed six (6) years, and external supervisors shall not <u>serve as an external supervisor</u> in more than two commercial banks at the same time, or serve concurrently as external supervisor in a financial institution which may have interest conflict with the Bank. The external supervisor’s term of office shall be calculated from the date on which he/she takes up the office until the term of office of the current Board of Supervisors expires. An external supervisor, before his/her term of office expires, shall not be dismissed by the shareholders’ general meeting without any reason.</p> <p>...</p>

No.	Original Provisions of the Working Rules for External Supervisors	Amended Provisions of the Working Rules for External Supervisors
7.	<p>Article 13 The Board of Supervisors may propose to the shareholders' general meeting to remove an external supervisor in any of the following circumstances:</p> <p>(I) Serious dereliction of duty specified in Article 12 of the Working Rules;</p> <p>(II) Failure to resign from the position when he/she is no longer qualified to be an external supervisor;</p> <p>(III) Other circumstances provided by the laws and regulations or the listing rules of the stock exchange where the Bank's shares are listed or these Articles where an external supervisor is not suitable to continue holding such position.</p> <p>An external supervisor who is dismissed by the shareholders' general meeting for committing a serious dereliction of his duties shall not serve as external supervisors of the Bank for life.</p>	<p>Article 13 The Board of Supervisors may propose to the shareholders' general meeting to remove an external supervisor in any of the following circumstances:</p> <p>(I) Serious dereliction of duty specified in Article 12 of the Working Rules;</p> <p>(II) Failure to resign from the position when he/she is no longer qualified to be an external supervisor;</p> <p>(III) Other circumstances provided by the laws and regulations or the listing rules of the stock exchange where the Bank's shares are listed or these Articles where an external supervisor is <u>not allowed or</u> suitable to continue holding such position.</p> <p>An external supervisor who is dismissed by the shareholders' general meeting for committing a serious dereliction of his duties shall not serve as external supervisors of the Bank for life.</p> <p><u>The removal of external supervisors by the Board of Supervisors and resignations of external Supervisors shall be conducted in accordance with the requirements in respect of the independent directors in the Articles of Association of the Bank.</u></p>
8	<p>Article 21 When all the external Supervisors reach a consensus, they shall have the right to propose to the Board of Supervisors to propose to the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall reply its agreed or disagreed opinions in writing upon receipt of such proposals.</p> <p>When all the external supervisors make such proposal in writing, the Board of Supervisors shall convene a meeting.</p>	<p>Article 21 When all the external Supervisors reach a consensus, they shall have the right to propose to the Board of Supervisors to propose to the Board of Directors to convene an extraordinary general meeting, and the Board of Supervisors shall reply its agreed or disagreed opinions in writing upon receipt of such proposals.</p> <p>When all the external supervisors make such proposal in writing, <u>the chairman of the Board of Supervisors shall convene and preside over a meeting of the Board of Supervisors within 10 days.</u></p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
1.	<p>Article 1 In order to ensure that the independent directors of the Board of Jiangxi Bank Co., Ltd. (the “Bank”) exercise their powers independently, regularly and effectively in accordance with the law, and improve the governance structure of the Bank, Jiangxi Bank has formulated the Rules pursuant to the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, <del>the Guidelines on the Corporate Governance of Commercial Banks</del>, the Administrative Measures for the Qualifications of Directors (Council Members) and Senior Management of Banking Financial Institutions, the Guidelines for the System of Independent Directors and External Supervisors of Joint Stock Commercial Banks (hereinafter referred to as the “Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant domestic and overseas laws and regulations, regulatory documents as well as the Articles of Association of Jiangxi Bank Co., Ltd. (draft) (hereinafter referred to as the “Articles”) and other relevant laws, regulations and rules.</p>	<p>Article 1 In order to ensure that the independent directors of the Board of Jiangxi Bank Co., Ltd. (the “Bank”) exercise their powers independently, regularly and effectively in accordance with the law, and improve the governance structure of the Bank, Jiangxi Bank has formulated the Rules pursuant to the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, <b>the Code of Corporate Governance for Banking and Insurance Institutions</b>, the Administrative Measures for the Qualifications of Directors (Council Members) and Senior Management of Banking Financial Institutions, the Guidelines for the System of Independent Directors and External Supervisors of Joint Stock Commercial Banks (hereinafter referred to as the “Guidelines”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant domestic and overseas laws and regulations, regulatory documents as well as the Articles of Association of Jiangxi Bank Co., Ltd. (draft) (hereinafter referred to as the “Articles”) and other relevant laws, regulations and rules.</p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
2.	<p>Article 2 Independent directors are directors who meet the relevant regulatory requirements, do not hold any position in the Bank other than directors, members or chairmen of the special committees of the Board of Directors, and do not maintain with the Bank and its substantial shareholders a connection which may possibly hamper their independent and objective judgments. Independent directors must possess the independence as required by Rule 3.13 of the Hong Kong Listing Rules.</p>	<p>Article 2 Independent directors are directors who meet the relevant regulatory requirements, do not hold any position in the Bank other than directors, members or chairmen of the special committees of the Board of Directors, and do not maintain with the Bank and its substantial shareholders and <b>effective controllers</b> a connection which may possibly hamper their independent and objective judgments <b>of the Bank's affairs</b>. Independent directors must possess the independence as required by Rule 3.13 of the Hong Kong Listing Rules.</p>
3.	<p>Article 3 The number of independent directors of the Bank shall be no less than three and no less than (including) one-third of the total number of directors of the Bank, among which, at least one independent director in the Audit Committee shall be a financial or accounting professional, and shall comply with the requirements of Rule 3.10(2) of the Hong Kong Listing Rules. An independent director shall possess high professional quality and good reputation and at the same time meet the following requirements:</p> <p>(I) Being qualified to serve as a director of the Bank pursuant to laws, regulations, provisions of the regulatory authority of the locality in which the Bank's shares are listed and the Articles;</p> <p>(II) Performing duties independently without being influenced by the Bank's major shareholders, effective controllers and other units or persons having interest relations with the Bank;</p> <p>(III) Having a bachelor degree or above, or senior vocational titles of relevant professions or above;</p>	<p>Article 3 The number of independent directors of the Bank shall be no less than three and no less than (including) one-third of the total number of directors of the Bank, among which, at least one independent director in the Audit Committee shall be a financial or accounting professional, and shall comply with the requirements of Rule 3.10(2) of the Hong Kong Listing Rules. An independent director shall possess high professional quality and good reputation and at the same time meet the following requirements:</p> <p>(I) Being qualified to serve as a director of the Bank pursuant to laws, regulations, provisions of the regulatory authority of the locality in which the Bank's shares are listed and the Articles;</p> <p>(II) Performing duties independently without being influenced by the Bank's major shareholders, effective controllers, <b>senior management</b> and other units or persons having interest relations with the Bank;</p> <p>(III) Having a bachelor degree or above, or senior vocational titles of relevant professions or above;</p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
	<p>(IV) Having above five (5) years' experience in law, economics, finance, accounting or other work experience in favour of performing the duties of an independent director;</p> <p>(V) Being familiar with the operation and management of a commercial bank and relevant laws and regulations;</p> <p><del>(VI) Being able to read, understand and analyze the credit reports and financial statements of commercial banks;</del></p> <p>(VII) Making a statement to the Board of Directors before taking office to ensure that he/she has sufficient time and energy to effectively perform duties and undertake that he/she will observe the obligation of honesty and be diligent;</p> <p><del>(VIII) Possessing the personality, character, independence and experience required by the Guidelines and the Hong Kong Listing Rules.</del></p> <p>If an independent director fails to meet the independence criteria or is not suitable for performing his/her duties as an independent director, and as a result, the number of independent directors of the Bank can not reach the quorum, the Bank shall make up the number of independent directors as required.</p>	<p>(IV) Having above five (5) years' experience in law, economics, finance, accounting or other work experience in favour of performing the duties of an independent director;</p> <p>(V) Being familiar with the operation and management of a commercial bank and relevant laws and regulations;</p> <p><b>(VI) Being able to use credit reports, statistical statements and financial statements of commercial banks to make judgement on management and risk situation of the financial institutions;</b></p> <p><b>(VII) Understanding the corporate governance structure, the Articles of Association and the duties and responsibilities of the Board of the Bank;</b></p> <p>(VIII) Making a statement to the Board of Directors before taking office to ensure that he/she has sufficient time and energy to effectively perform duties and undertake that he/she will observe the obligation of honesty and be diligent;</p> <p><b>(IX) Performing duties with integrity, independence and diligence, and earnestly safeguarding the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</b></p> <p><b>(X) Keeping the Bank's secret confidential, except reporting to the regulatory authorities as required;</b></p> <p><b>(XI) Being an expert in legal, economic and accounting issues, and in compliance with the requirements of relevant laws and regulations.</b></p> <p>If an independent director fails to meet the independence criteria or is not suitable for performing his/her duties as an independent director, and as a result, the number of independent directors of the Bank can not reach the quorum, the Bank shall make up the number of independent directors as required.</p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
4.	<p>Article 4 Apart from those who cannot serve as directors of the Bank, the following persons shall not act as independent directors of the Bank:</p> <p>(I) A person and his/her close relatives jointly hold more than 1% of shares of the Bank;</p> <p>(II) A person or his/her close relatives hold positions in the shareholder entity which holds more than 1% of shares of the Bank;</p> <p>(III) A person or his/her close relatives hold positions in the Bank or in enterprises under the control or de facto control of the Bank;</p> <p><del>(IV) A person who fall under the above three circumstances within the last year;</del></p> <p>(V) A person or his/her close relatives who hold positions in enterprises which fail to repay the loans to the Bank in due time;</p> <p>(VI) The enterprises in which a person or his/her close relatives hold positions have business connections or debtor-creditor relationship with the Bank in such aspects as legal, accounting, auditing and management consulting and guarantee cooperation, thereby affecting the independence of their performance of duties;</p> <p>(VII) A person or his/her close relatives may be controlled or materially influenced by the Bank's major shareholders or senior management, thereby affecting the independence of their performance of duties;</p> <p>(VIII) A person who works in a government agency;</p> <p>(IX) Any other person who is not permitted to serve as independent director of a commercial bank by laws, regulations, banking regulatory authorities, regulatory authority at the place where the Bank's shares are listed and other regulatory authorities.</p> <p>Independent directors shall notify the Bank as soon as possible in any event that affects their independence, and shall confirm their independence to the Bank annually in accordance with the requirements of the Hong Kong Listing Rules.</p>	<p>Article 4 Apart from those who cannot serve as directors of the Bank, the following persons shall not act as independent directors of the Bank:</p> <p>(I) A person and his/her close relatives jointly hold more than 1% of shares of the Bank;</p> <p>(II) A person or his/her close relatives hold positions in the shareholder entity which holds more than 1% of shares of the Bank;</p> <p>(III) A person or his/her close relatives hold positions in the Bank or in enterprises under the control or de facto control of the Bank;</p> <p><b>(IV) A person or his/her close relatives have worked for the Bank or one institution controlled or actually controlled by the Bank in the three years prior to assumption of independent Director;</b></p> <p>(V) A person or his/her close relatives who hold positions in enterprises which fail to repay the loans to the Bank in due time;</p> <p>(VI) The enterprises in which a person or his/her close relatives hold positions have business connections or debtor-creditor relationship with the Bank in such aspects as legal, accounting, auditing and management consulting and guarantee cooperation, thereby affecting the independence of their performance of duties;</p> <p>(VII) A person or his/her close relatives may be controlled or materially influenced by the Bank's major shareholders or senior management, thereby affecting the independence of their performance of duties;</p> <p>(VIII) A person who works in a government agency;</p> <p>(IX) Any other person who is not permitted to serve as independent director of a commercial bank by laws, regulations, banking regulatory authorities, regulatory authority at the place where the Bank's shares are listed and other regulatory authorities.</p> <p>Independent directors shall notify the Bank as soon as possible in any event that affects their independence, and shall confirm their independence to the Bank annually in accordance with the requirements of the Hong Kong Listing Rules.</p>



No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
5.	<p>Article 6 The Remuneration and Nomination Committee of the Board of Directors and shareholders individually or jointly holding over 1% of the Bank's shares with voting rights may nominate candidates for independent directors to the Board of Directors. The independent directors shall be elected by the general meeting. A shareholder who has already nominated a candidate for director shall not nominate any candidate for independent director. A shareholder and its related parties, in principle, shall only nominate a candidate for independent director, and shall not simultaneously nominate independent director and external supervisor. Any exemption due to special ownership structure shall make an application to the banking regulatory authority and provide the reasons in support.</p>	<p>Article 6 The Remuneration and Nomination Committee of the Board of Directors, <b>the Board of Supervisors</b> and shareholders individually or jointly holding over 1% of the Bank's shares with voting rights may nominate candidates for independent directors to the Board of Directors. The independent directors shall be elected by the general meeting. A shareholder who has already nominated a candidate for <b>non-independent</b> director <b>and its related parties</b> shall not nominate any candidate for independent director. A shareholder and its related parties, in principle, shall only nominate a candidate for independent director, and shall not simultaneously nominate independent director and external supervisor. Any exemption due to special ownership structure shall make an application to the banking regulatory authority and provide the reasons in support.</p>
6.	<p>Article 9 The term of office of independent directors is the same as that of other directors. An independent director may serve a consecutive term upon re-election and shall serve a cumulative term of at most six years in the Bank.</p>	<p>Article 9 The term of office of independent directors is the same as that of other directors. An independent director may serve a consecutive term upon re-election and shall serve a cumulative term of at most six years in the Bank. <b>An independent director shall ensure sufficient time and energy to perform duties in an effective manner. Where a natural person serves as an independent director in up to five domestic and overseas companies and in a banking and insurance institution at the same time, the relevant institution shall not have a related party relationship, have no conflict of interest. It is not allowed to serve as an independent director in more than two commercial banks concurrently.</b></p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
7.	<p>Article 10 The Board of Directors and the Board of Supervisors may propose to the shareholders' general meeting to remove an independent director in any of the following circumstances:</p> <p>(I) Gross neglect of duty;</p> <p>(II) Be unqualified for an independent director and fail to submit a resignation in person;</p> <p><del>(III) Failing to attend in person or authorize another independent director to attend meetings of the Board of Directors for two consecutive times, or attending less than two thirds of the meetings of the Board of Directors in person within a year;</del></p> <p>(IV) Other circumstances where an independent director of the Bank is no longer fit for the position according to the provisions of laws, regulations, listing rules of the stock exchange at the place where the Bank's shares are listed or the Articles.</p>	<p>Article 10 The Board of Directors and the Board of Supervisors may propose to the shareholders' general meeting to remove an independent director in any of the following circumstances:</p> <p>(I) Gross neglect of duty;</p> <p>(II) Be unqualified for an independent director and fail to submit a resignation in person;</p> <p><b>(III) Failing to attend meetings of the Board of Directors for three consecutive times in person;</b></p> <p>(IV) Other circumstances where an independent director of the Bank is no longer fit for the position according to the provisions of laws, regulations, listing rules of the stock exchange at the place where the Bank's shares are listed or the Articles.</p>
8.	<p>Article 14 An independent director may resign before his/her term of office expires. The shareholders' general meeting may authorize the Board of Directors to decide whether or not to approve an independent director's resignation. Before the shareholders' general meeting or the Board of Directors approves an independent director's resignation, the said independent director shall continue to perform his/her duties.</p> <p>An independent director shall submit a written resignation to the Board of Directors and submit a written statement to the most recent general meeting to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the shareholders and creditors.</p> <p>If the resignation of an independent director causes the number of independent directors in the Board of Directors to <del>fall short of the quorum</del>, the resignation of the independent director shall not become effective until the successor fills up the vacancy.</p>	<p>Article 14 An independent director may resign before his/her term of office expires. The shareholders' general meeting may authorize the Board of Directors to decide whether or not to approve an independent director's resignation. Before the shareholders' general meeting or the Board of Directors approves an independent director's resignation, the said independent director shall continue to perform his/her duties.</p> <p>An independent director shall submit a written resignation to the Board of Directors and submit a written statement to the most recent general meeting to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the shareholders and creditors.</p> <p>If the resignation of an independent director causes the number of independent directors in the Board of Directors to <b>less than one third or three (3)</b>, the resignation of the independent director shall not become effective until the successor fills up the vacancy, <b>other than the resignation and dismissal caused by the loss of independence.</b></p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
9.	<p>Article 16 Independent directors shall have committed a serious dereliction of duty in any of the following circumstances:</p> <p>(I) Divulgence of the trade secrets of the Bank and impairment of the legitimate interests of the Bank;</p> <p>(II) Acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the capacity of an independent director;</p> <p>(III) Failure to raise an opposing opinion despite being fully aware that a resolution of the Board of Directors violates the laws, administrative regulations or the Articles;</p> <p>(IV) Failure to exercise the veto power in respect of related (connected) transactions which have caused material losses to the Bank;</p> <p>(V) Other serious dereliction as prescribed by the banking regulatory authorities.</p>	<p>Article 16 Independent directors shall have committed a serious dereliction of duty in any of the following circumstances:</p> <p>(I) Divulgence of the trade secrets of the Bank and impairment of the legitimate interests of the Bank;</p> <p>(II) Acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the capacity of an independent director;</p> <p>(III) Failure to raise an opposing opinion despite being fully aware that a resolution of the Board of Directors violates the laws, administrative regulations or the Articles;</p> <p>(IV) Failure to exercise the veto power in respect of related (connected) transactions which have caused material losses to the Bank;</p> <p>(V) Other serious dereliction as prescribed by the banking regulatory authorities.</p> <p><b>If an independent director has been disqualified by the banking regulatory authority due to serious dereliction of duty, he/she shall be automatically dismissed from the position from the date when he/she is disqualified, and shall not serve as an independent director in the Bank for the remaining time of his/her life. The Bank shall elect additional new independent directors at the shareholders' general meeting in a timely manner.</b></p>
10.	<p>Article 18 Independent directors shall work for the Bank for no less than fifteen working days each year. Independent directors who serve as the persons in charge of the Audit Committee, the Related Party Transactions Control Committee and the Risk Management Committee shall work for the Bank for no less than twenty-five working days each year.</p>	<p>Article 18 Independent directors shall work for the Bank for no less than fifteen working days each year. Independent directors who serve as the persons in charge of the Audit Committee, the Related Party Transactions Control Committee and the Risk Management Committee shall work for the Bank for no less than twenty working days each year.</p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
11.	<p>Article 19 The independent directors shall act as persons in charge of the Audit Committee, Remuneration and Nomination Committee and Related Party Transactions Control Committee under the Board of Director.</p>	<p><b>Article 19 The number of independent directors in the Related Party Transactions Control Committee and Risk Management Committee under the Board of Director shall not less than one third. The majority of the Remuneration and Nomination Committee and Audit Committee shall be independent directors, and the independent directors shall act as persons in charge of the Related Party Transactions Control Committee, Remuneration and Nomination Committee and Audit Committee. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate financial, auditing, accounting or legal professional knowledge and experience in a particular area or relevant financial management expertise.</b></p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
12.	<p>Article 20 Independent directors shall give objective, fair and independent opinions on the matters discussed the Bank. When an independent director expresses his opinion, especially, they shall give opinions to the Board of Directors or shareholders' general meeting in relation to the following matters:</p> <p>(I) Legality and fairness of material related (connected) transactions and the circumstances in which the Hong Kong Listing Rules require independent directors to make recommendations to the Board and/or general meetings, including but not limited to the requirements under Chapter 14A of the Hong Kong Listing Rules in relation to connected transactions, etc.;</p> <p>(II) Nomination, appointment and removal of Directors;</p> <p>(III) Appointment or removal of senior management personnel;</p> <p>(IV) Remunerations of Directors and senior management personnel of the Bank;</p> <p>(V) Change in use of raised funds;</p> <p>(VI) Profit distribution plans;</p> <p>(VII) Existing or new loan transactions involving a total amount of more than 5% of the latest audited net capital of the Bank between the Bank's shareholders, de facto controllers and connected parties thereof and the Bank or other financial transactions, and whether the Bank has taken effective measures to collect outstanding receivables;</p> <p><del>(VIII) Matters which may prejudice the legitimate rights and interests of depositors, minority shareholders and other stakeholders;</del></p> <p><del>(IX) Appointment of external auditors;</del></p> <p>(X) Matters which may cause material losses to the Bank;</p>	<p>Article 20 Independent directors shall give objective, fair and independent opinions on the matters discussed the Bank. When an independent director expresses his opinion, especially, they shall give opinions to the Board of Directors or shareholders' general meeting in relation to the following matters:</p> <p>(I) Legality and fairness of material related (connected) transactions and the circumstances in which the Hong Kong Listing Rules require independent directors to make recommendations to the Board and/or general meetings, including but not limited to the requirements under Chapter 14A of the Hong Kong Listing Rules in relation to connected transactions, etc.;</p> <p>(II) Nomination, appointment and removal of Directors;</p> <p>(III) Appointment or removal of senior management personnel;</p> <p>(IV) Remunerations of Directors and senior management personnel of the Bank;</p> <p>(V) Change in use of raised funds;</p> <p>(VI) Profit distribution plans;</p> <p>(VII) Existing or new loan transactions involving a total amount of more than 5% of the latest audited net capital of the Bank between the Bank's shareholders, de facto controllers and connected parties thereof and the Bank or other financial transactions, and whether the Bank has taken effective measures to collect outstanding receivables;</p> <p><b>(VIII) Dismissal of accounting firm that provides regular statutory audit on financial reports of the Bank;</b></p> <p>(IX) Matters which may cause material losses to the Bank;</p> <p>(X) Matters concerning strategy, policy, performance of the Bank, accountability, resources, key appointments and standards of conduct;</p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
	<p>(XI) Matters concerning strategy, policy, performance of the Bank, accountability, resources, key appointments and standards of conduct;</p> <p>(XII) Taking the lead where potential conflicts of interests arise;</p> <p>(XIII) Serving on the audit, remuneration, nomination and other governance committees, if invited;</p> <p>(XIV) Scrutinising the Bank's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting;</p>	<p>(XI) Taking the lead where potential conflicts of interests arise;</p> <p>(XII) Serving on the audit, remuneration, nomination and other governance committees, if invited;</p> <p>(XIII) Scrutinising the Bank's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting;</p> <p><b>(XIV) Other matters that may significantly affect the legitimate rights and interests of depositors, minority shareholders, financial consumers and other stakeholders;</b></p> <p>(XV) The laws, administrative regulations, departmental rules, normative documents, other matters stipulated by listing rules of the stock exchange at the place where the Bank's shares are listed or the Articles.</p>
13.		<p><b>Article 24 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 on time.</b></p>
14.	<p><del>Article 24 More than half of the independent Directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In respect of such proposal, the Board of Directors shall, in accordance with the laws, regulations and the Articles of the Bank, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</del></p> <p><del>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed.</del></p> <p><del>If the Board of Directors does not agree to convene the extraordinary general meeting, it shall give an explanation.</del></p>	<p><b>Article 25 Two or more independent Directors have the right to propose to convene an interim meeting of the Board of Directors. When one-half or more and no less than two (2) independent directors request for convening of a shareholders' extraordinary general meeting, banking and insurance institutions shall convene an extraordinary general meeting within two (2) months.</b></p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
15.		<p>Article 26 Independent directors shall have the power to independently appoint an external auditing organ and advisory organ to audit and advise on specific matters of the Bank.</p> <p>Article 27 In addition to the duties and powers granted to independent directors by the Company Law, other relevant laws and regulations and the Articles, independent directors shall also have the following duties and powers:</p> <p>(I) To propose to the Board of Directors to convene an extraordinary shareholders' general meeting;</p> <p>(II) To propose to convene a meeting of the Board of Directors;</p> <p>(III) To independently appoint an external auditing organ and advisory organ to audit and advise on specific matters of the Bank;</p> <p>(IV) To propose to the Board of Directors to appoint or remove an accounting firm.</p> <p>Any independent director who cannot exercise the aforesaid duties and powers normally may report to the banking regulatory authorities.</p>

No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
16.	<p><del>Article 25</del> In order to ensure the effective functioning of independent directors, the Bank shall provide the necessary conditions for independent directors:</p> <p>(I) The Bank shall ensure that independent directors receive the same information right as other directors. For the matters required to be decided by the Board, the Bank shall advise the independent directors in advance within stipulated time and provide them with adequate information. If the independent directors think that the said information is insufficient, the independent directors are entitled to request supplemental information. Where more than two independent directors are of the view that the information is insufficient or the demonstrations are not specific, they may jointly propose in writing to the Board to postpone the meeting of the Board or the discussion of the matter in question, and the Board is obliged to accept such proposal.</p> <p>The information provided by the Bank to the independent directors shall be kept by the Bank and the independent directors in a proper way;</p> <p>(II) The Bank shall provide necessary working conditions for independent directors to perform duties;</p> <p>(III) When independent directors exercise their functions and powers, the secretary to the Board of Directors and other relevant personnel of the Bank shall actively work with them, and shall not refuse to do so, hinder them, conceal information from them or interfere with their independent exercise of functions and powers.</p>	<p><b>Article 28</b> In order to ensure the effective functioning of independent directors, the Bank shall provide the necessary conditions for independent directors:</p> <p>(I) The Bank shall ensure that independent directors receive the same information right as other directors, <b>and provide the independent directors with necessary information for participation in decision-making in a timely and complete manner.</b> For the matters required to be decided by the Board, the Bank shall advise the independent directors in advance within stipulated time and provide them with adequate information. If the independent directors think that the said information is insufficient, the independent directors are entitled to request supplemental information. Where more than two independent directors are of the view that the information is insufficient or the demonstrations are not specific, they may jointly propose in writing to the Board to postpone the meeting of the Board or the discussion of the matter in question, and the Board is obliged to accept such proposal. The information provided by the Bank to the independent directors shall be kept by the Bank and the independent directors in a proper way.</p> <p>(II) The Bank shall provide necessary working conditions for independent directors to perform duties;</p>



No.	Original Clause of the Working Rules for Independent Directors	Amended Clause of the Working Rules for Independent Directors
	<p>(IV) <del>The expenses incurred from engaging intermediary institutions and other expenses required for functioning of independent directors shall be borne by the Bank;</del></p> <p>(V) The Bank may establish necessary insurance system in relation to the professional liability of independent directors to reduce the risks resulting from the normal performance of duties by independent directors.</p>	<p>(III) When independent directors exercise their functions and powers, the secretary to the Board of Directors and other relevant personnel of the Bank shall actively work with them, and shall not refuse to do so, hinder them, conceal information from them or interfere with their independent exercise of functions and powers;</p> <p><b>(IV) The reasonable expenses incurred from engaging intermediary institutions and other reasonable expenses required for duty performance by independent directors shall be borne by the Bank;</b></p> <p>(V) The Bank may establish necessary insurance system in relation to the professional liability of independent directors to reduce the risks resulting from the normal performance of duties by independent directors.</p>

## Comparison Table of Amendments to the Articles of Association

No.	Original Articles	Amended Articles
1.	<p>Article 1 For the purpose of establishing modern corporate systems, safeguarding the legitimate rights and interests of Jiangxi Bank Co., Ltd. (the “Bank”), its shareholders, creditors, and other stakeholders, and regulating the organization and activities of the Bank, preserving and increasing the value of state-owned assets, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on the State-Owned Assets of Enterprises, the Interim Regulation on the Supervision and Administration of State-owned Assets of Enterprises, the Guiding Opinions of the CPC Central Committee and the State Council on Deepening the Reform of State-owned Enterprises, the CPC Central Committee’s Certain Opinions on Upholding the Leadership by the Party and Strengthening the Party Construction Throughout the Deepening Reform of State-owned Enterprises, the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Banking Supervision and Regulatory Law of the People’s Republic of China (the “Banking Supervision and Regulatory Law”), the Guidelines on the Corporate Governance of Commercial Banks, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) as well as other relevant laws, administrative regulations, and departmental rules and based on the actual condition of the Bank.</p>	<p>Article 1 For the purpose of establishing modern corporate systems, safeguarding the legitimate rights and interests of Jiangxi Bank Co., Ltd. (the Bank), its shareholders, creditors, and other stakeholders, and regulating the organization and activities of the Bank, preserving and increasing the value of state-owned assets, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the Company Law), the Law of the People’s Republic of China on the State-Owned Assets of Enterprises, the Interim Regulation on the Supervision and Administration of State-owned Assets of Enterprises, the Guiding Opinions of the CPC Central Committee and the State Council on Deepening the Reform of State-owned Enterprises, the CPC Central Committee’s Certain Opinions on Upholding the Leadership by the Party and Strengthening the Party Construction Throughout the Deepening Reform of State-owned Enterprises, the Commercial Banking Law of the People’s Republic of China (the Commercial Banking Law), the Banking Supervision and Regulatory Law of the People’s Republic of China (the Banking Supervision and Regulatory Law), the <b>Corporate Governance Guidelines for Banking and Insurance Institutions</b>, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the Hong Kong Listing Rules) as well as other relevant laws, administrative regulations, and departmental rules and based on the actual condition of the Bank.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
2.	<p>Article 2 The Bank is established through the absorption and merger of Jingdezhen City Commercial Bank Co., Ltd. by former Nanchang Bank Co., Ltd. and alteration of the name.</p> <p>Nanchang Bank Co., Ltd. was established on August 1, 1996 with the Approval on Nanchang Carrying out the Formation of Urban Cooperative Banks “Yinhan (1996) No.273” issued by the PBOC, and opened on December 31, 1997 with the Approval on the Opening of Nanchang Urban Commercial Banks “Y.F. (1997) No.526”, and registered with Jiangxi Administration for Industry and Commerce on February 18, 1998 with the name of “Nanchang City Commercial Bank Co., Ltd.” (南昌市商業銀行股份有限公司). On August 6, 2008, Nanchang City Commercial Bank Co., Ltd. changed its name to “Nanchang Bank Co., Ltd.” with the Approval of CBRC on the Alteration of Name of Nanchang City Commercial Bank” (Yin Jian Fu [2008] No.307) issued by the China Banking Regulatory Commission (the “CBRC”).</p>	<p>Article 2 The Bank is established through the absorption and merger of Jingdezhen City Commercial Bank Co., Ltd. by former Nanchang Bank Co., Ltd. and alteration of the name.</p> <p>Nanchang Bank Co., Ltd. was established on August 1, 1996 with the Approval on Nanchang Carrying out the Formation of Urban Cooperative Banks “Yinhan (1996) No.273” issued by the PBOC, and opened on December 31, 1997 with the Approval on the Opening of Nanchang Urban Commercial Banks “Y.F. (1997) No.526”, and registered with Jiangxi Administration for Industry and Commerce on February 18, 1998 with the name of “Nanchang City Commercial Bank Co., Ltd.” (南昌市商業銀行股份有限公司). On August 6, 2008, Nanchang City Commercial Bank Co., Ltd. changed its name to “Nanchang Bank Co., Ltd.” with the Approval of CBRC on the Alteration of Name of Nanchang City Commercial Bank” (Yin Jian Fu [2008] No.307) issued by the <b>former</b> China Banking Regulatory Commission (the “<b>former</b> CBRC”).</p>

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No.	Original Articles	Amended Articles
	<p>Jingdezhen City Commercial Bank Co., Ltd. was established based on the former Jingdezhen Urban Credit Union and with the Approval of CBRC on Establishing Jingdezhen City Commercial Bank (Yin Jian Fu [2010] No.298) issued by CBRC on July 2, 2010 and the Approval of CBRC Jiangxi Office on the Opening of Jingdezhen City Commercial Bank (Gan Yin Jian Fu [2010] No.422) issued by CBRC Jiangxi Office on December 29, 2010, and obtained the business license reissued by Jing De Zhen Administration for Industry and Commerce on January 14, 2011. Nanchang Bank Co., Ltd. absorbed and merged Jingdezhen City Commercial Bank Co., Ltd. and changed its name to “Jiangxi Bank Co., Ltd.” with the Approval of CBRC on the absorption and merger of Jingdezhen City Commercial Bank by Nanchang Bank (Yin Jian Fu [2015] No. 658) issued by CBRC on December 3, 2015 and the Approval of CBRC Jiangxi Office on the Alteration of Name of Nanchang Bank to Jiangxi Bank (Gan Yin Jian Fu [2015] No. 317) issued by CBRC Jiangxi Office on December 11, 2015. The Bank currently holds the Business License with the unified social credit code of “913601007055009885” issued by Nanchang Market and Quality Supervision Administration.</p>	<p>Jingdezhen City Commercial Bank Co., Ltd. was established based on the former Jingdezhen Urban Credit Union and with the Approval of CBRC on Establishing Jingdezhen City Commercial Bank (Yin Jian Fu [2010] No.298) issued by former CBRC on July 2, 2010 and the Approval of CBRC Jiangxi Office on the Opening of Jingdezhen City Commercial Bank (Gan Yin Jian Fu [2010] No.422) issued by <b>former</b> CBRC Jiangxi Office on December 29, 2010, and obtained the business license reissued by Jing De Zhen Administration for Industry and Commerce on January 14, 2011. Nanchang Bank Co., Ltd. absorbed and merged Jingdezhen City Commercial Bank Co., Ltd. and changed its name to “Jiangxi Bank Co., Ltd.” with the Approval of CBRC on the absorption and merger of Jingdezhen City Commercial Bank by Nanchang Bank (Yin Jian Fu [2015] No. 658) issued by <b>former</b> CBRC on December 3, 2015 and the Approval of CBRC Jiangxi Office on the Alteration of Name of Nanchang Bank to Jiangxi Bank (Gan Yin Jian Fu [2015] No. 317) issued by former CBRC Jiangxi Office on December 11, 2015. The Bank currently holds the Business License with the unified social credit code of “913601007055009885” issued by Nanchang Market and Quality Supervision Administration.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
3.	<p>Article 11 According to the needs of its business development or internal management, the Bank may establish, change or revoke its special committees and other internal management organizations.</p> <p>In accordance with the Company Law and the “Constitution of the Communist Party of China”, the Bank shall establish the committee of Communist Party of China and the Committee for Discipline Inspection to carry out CPC activities. Party Organizations is an organic composition of the corporate governance structure of the Bank. The Bank insists on simultaneous planning of Party construction and production operations, simultaneous establishment of Party Organizations and working organs, simultaneous allocation of person-in charge of the Party Organizations and staff for Party affairs as well as simultaneous proceeding of work, makes clear the duties and manner of work of the Party Organizations in respect of decision-making, implementation and supervision, to realize docking between systems, between mechanisms, between regimes and between work, and to promote the Party Organizations to play a core political role in an organized, institutionalized and concrete way.</p>	<p>Article 11 According to the needs of its business development or internal management, the Bank may establish, change or revoke its special committees and other internal management organizations.</p> <p>In accordance with the Company Law and the “Constitution of the Communist Party of China”, the Bank shall establish the committee of Communist Party of China and the Committee for Discipline Inspection to carry out CPC activities. Party Organizations is an organic composition of the corporate governance structure of the Bank. <b>The Party organization of the Bank shall focus on production and operation and give full play to the role of stronghold.</b> The Party organization of the Bank insists on simultaneous planning of Party construction and production operations, simultaneous establishment of Party Organizations and working organs, simultaneous allocation of person-in charge of the Party Organizations and staff for Party affairs as well as simultaneous proceeding of work, makes clear the duties and manner of work of the Party Organizations in respect of decision-making, implementation and supervision, to realize docking between systems, between mechanisms, between regimes and between work, and to promote the Party Organizations to play a core political role in an organized, institutionalized and concrete way. <b>Researches and discussions of the Bank’s Party Committee is the prepositive procedure before the Board of Directors and the management making major decisions.</b></p>

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No.	Original Articles	Amended Articles
4.	<p>Article 27 According to the needs of operation and development, after the shareholders' general meeting has made its resolution and the approval has been obtained from relevant national competent authorities, the Bank may increase its registered capital in the following ways by law:</p> <p>(I) public offering of shares;</p> <p>(II) non-public offering of shares;</p> <p>(III) placing shares to existing shareholders;</p> <p>(IV) allotting bonus shares to existing shareholders;</p> <p>(V) transferring capital reserve to increased capital;</p> <p>(VI) <del>other means as permitted by the laws, regulations, and relevant national competent authorities.</del></p>	<p>Article 27 According to the needs of operation and development, after the shareholders' general meeting has made its resolution and the approval has been obtained from relevant national competent authorities, the Bank may increase its registered capital in the following ways by law:</p> <p>(I) public offering of shares;</p> <p>(II) non-public offering of shares;</p> <p>(III) placing shares to existing shareholders;</p> <p>(IV) allotting bonus shares to existing shareholders;</p> <p>(V) transferring capital reserve to increased capital;</p> <p>(VI) <b>other means as permitted by the laws, regulations, relevant national competent authorities and the securities regulatory authority in the place where its shares are listed.</b></p>
5.	<p>Article 34 If the Bank increases its registered capital, reduces its registered capital, or repurchases its shares, it shall comply with related laws and regulations such as the Company Law (《公司法》), the Commercial Banking Law (《商業銀行法》) and Measures for the Supervision and Management of the Banking Industry (《銀行業監督管理法》), and the procedures stipulated by provisions of the Articles.</p>	<p>Article 34 If the Bank increases its registered capital, reduces its registered capital, or repurchases its shares, it shall comply with related laws and regulations such as the Company Law (《公司法》), the Commercial Banking Law (《商業銀行法》) and Measures for the Supervision and Management of the Banking Industry (《銀行業監督管理法》), <b>regulations of the securities regulatory authority in the place where its shares are listed</b> and the procedures stipulated by provisions of the Articles.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
6.	<p>Article 46 Pursuant to the understandings or agreements reached between the securities regulatory authorities under the State Council and overseas securities regulatory authorities, the Bank may keep its registers of shareholders of overseas-listed shares outside the PRC and appoint an overseas agent to manage these registers. The original of the register of shareholders of the Bank's H shares shall be kept in Hong Kong.</p> <p>The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas-listed shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times.</p> <p>In the event that there is any inconsistency between the originals and the duplicates of the registers of shareholders of overseas-listed shares, the originals shall prevail.</p>	<p>Article 46 Pursuant to the understandings or agreements reached between the securities regulatory authorities under the State Council and overseas securities regulatory authorities, the Bank may keep its registers of shareholders of overseas-listed shares outside the PRC and appoint an overseas agent to manage these registers. The original of the register of shareholders of the Bank's H shares shall be kept in Hong Kong <b>and shall be available for inspection by the shareholders.</b></p> <p>The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas-listed shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times.</p> <p>In the event that there is any inconsistency between the originals and the duplicates of the registers of shareholders of overseas-listed shares, the originals shall prevail.</p>

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No.	Original Articles	Amended Articles
7.	<p>Article 49 <del>No changes shall be made to the register of shareholders as a result of a transfer of shares either within thirty days prior to the date of a shareholders' general meeting, or within five days before the base date set by the Bank for the purpose of distribution of dividends.</del></p> <p><del>If alternate provisions are stipulated by the securities regulatory authority in the place where the shares of the Bank are listed, those provisions shall prevail.</del></p>	<p>Article 49 <b>Where laws and regulations, securities regulatory authorities of the place where the Bank's shares are listed and the listing rules of the place where the Bank's shares are listed stipulate otherwise on the period of closure of the register of shareholders prior to the date of a shareholders' general meeting or the base date set by the Bank for the purpose of distribution of dividends, such provisions shall prevail.</b></p> <p><b>The period of closure of the register of members as aforesaid shall not exceed 30 days in total in a year, but such period shall be extended for another 30 days upon approval by the shareholders' general meeting. If the Bank receives an application for inspection of the register of shareholders during the period of closure of the register of members, it shall issue to the applicant a certificate signed by the company secretary stating the period for which, and by whose authority, it is closed.</b></p>
8.	Chapter 5 Party Committee	Chapter 5 Party Committee



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No.	Original Articles	Amended Articles
9.	<p>Article 55 <del>The establishment and term of office of the Party committee and discipline inspection committee of the Bank shall be implemented in accordance with relevant requirements of the Party. The Bank shall set up organizational structure of the Party and maintain an adequate level of staffing to carry out the activities of the Party in accordance with the laws. The Bank shall provide necessary conditions and sufficient working funds for the activities of the Party organization to ensure the works of Party organization can be carried out normally.</del></p>	<p>Article 55 <b>The CPC Committee of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Party Committee”). There shall be one Secretary of the Party Committee, and the number of deputy secretaries and other members of the Party Committee shall be approved and set by the Party organization at higher levels. We adhered to and improved the leadership system of “two-way entry and cross appointment”. Eligible members of the Party Committee’s leading groups may be elected to the Board, the board of supervisors, and the senior management through legal procedures. Eligible Party members of the Board, the board of supervisors, and the senior management shall be elected to the Party Committee in accordance with relevant regulations and procedures. The Secretary of the Party Committee and the chairman are generally held by the same person, and the president who is a party member generally serves as the deputy secretary. At the same time, the supervisor commission for discipline inspection shall appoint a discipline inspection and supervision team to the Bank.</b></p>

No.	Original Articles	Amended Articles
10.	<p>Article 56 <del>The CPC organization of the Bank shall play a core political role and carry out the works with focus on direction control, overall management and ensuring implementation, and discharge the main responsibility of building a fine party culture and keep its organizations clean. It shall ensure and supervise the implementation of the principles and policies of the Party and the PRC throughout the Bank; support the Board of Directors, Board of Supervisors and the senior management of the Bank to exercise their power in accordance with the laws; faithfully believe in the public and the staff and support the employees representatives' meeting in performing their function; participate in the decision-making process of the major issues of the Bank; enhance the self-construction of the Party organization, play a leading role in the ideological and political work as well as the cultural and ideological progress of the Bank and exercise leadership among the labor union, the communist youth league and other mass organizations.</del></p>	<p>Article 56 <b>The Party Committee of the Bank plays a leading role in guiding the direction, managing the overall situation, and promoting implementation in terms of political direction, leadership, basic system, major decisions, and Party building, and assumes the responsibility of strict Party management and governance. We perform the following duties in accordance with the “Constitution of the Communist Party of China” and other intra-party regulations:</b></p> <p><b>(I) Guarantee and supervise the implementation of the Party and state policies in the Bank, and implement major strategic decisions of the CPC Central Committee and the State Council, as well as relevant important work arrangements of Party organizations at higher levels.</b></p> <p><b>(II) Adapt to the requirements of modern enterprise systems and the needs of market competition, lead and oversee the selection and employment of personnel, manage standards, procedures, inspections, recommendations, and supervision, and adhere to the principle of “the Party governing cadres, the Board selecting managers in accordance with the laws, and the managers exercising power to promote or demote staff in accordance with the law” to build a team consists of high-quality cadres and talents.</b></p>

No.	Original Articles	Amended Articles
		<p>(III) Study and discuss the Bank's reform and development, major operation and management matters, and major matters involving the vital interests of employees, and put forward opinions and suggestions; support the Bank's establishment and improvement of its corporate governance structure, and support the shareholders' general meeting, the Board of Directors, the Board of Supervisors, and the senior management to exercise their official powers in accordance with the law.</p> <p>(IV) Study and deploy the Party building of the Bank, continuously strengthen the building of Party organizations at the primary level and the team of Party members, give full play to the role of the Party branches as fighting fortresses and the vanguard and exemplary role of Party members, and unite and lead the employees to actively participate in the reform, transformation and development of the Bank.</p> <p>(V) Assume the principal responsibility of comprehensively and strictly governing the Party, lead the Bank's ideological and political work, spiritual civilization, enterprise cultural construction, as well as trade unions, the Communist Youth League and other mass organizations, and support the employee representatives' meeting in carrying out the work. Opinions of employees shall be listened to in making major decisions, and major issues concerning the immediate interests of the employees shall be reviewed by the employee representatives' meeting or the staff congress, so as to ensure that the employees' representatives participate in the company's governance in an orderly manner according to the law. Assume the main responsibility for the integrity administration of the Party, and support the resident discipline inspection and supervision team in performing their supervisory duties.</p> <p>(VI) Other relevant important matters within the scope of functions and responsibilities of the Party Committee.</p>

No.	Original Articles	Amended Articles
11.	<p>Article 57 <del>The Party committee shall consider and make decisions for the followings:</del></p> <p><del>(I) major measures in carrying out the directions and policies of the Party by the Bank and important decisions made by the higher Party organization;</del></p> <p><del>(II) ideological construction, organization construction, work style construction, anti-corruption construction, system construction and other aspect of Party of the Bank;</del></p> <p><del>(III) the Party committee shall make recommendations on senior management personnel to the Board and the president, and vet and advice on the candidates nominated by the Board or the President;</del></p> <p><del>(IV) material matters in relation to united front work and mass organization;</del></p> <p><del>(V) material matters to be referred and reported to the higher Party organization;</del></p> <p><del>(VI) other matters to be considered and decided by the Party committee.</del></p>	<p>Article 57 <b>The Bank adheres to the organic unity of strengthening the Party's leadership and improving corporate governance. The Party Committee has a statutory status in the corporate governance structure. It conducts pre-research on major business management matters, focuses on the fundamental, directional, long-term and overall situation related to the Bank's development, formulates rules of procedure and lists of powers and responsibilities of the Party Committee, and clarifies the scope, organization, procedures, and disciplines of discussion, as well as implementation and supervision of decision-making matters of the Party Committee.</b></p> <p><b>(I) The scope of discussion of the Party Committee, according to its duties and authority, includes: the work of the Party studied and decided collectively by the Party Committee, the major operation and management studied and discussed collectively by the Party Committee, and the report on important matters listened to by the Party Committee.</b></p> <p><b>(II) The Bank regards the study and discussion of Party organizations as the pre-procedure for the Board, the board of supervisors and the senior management to make decisions on major issues, and formulates the list of pre-requisite matters. Major operation and management matters submitted to the Board, the board of supervisors, and the senior management for decision-making shall first be studied and discussed by the Party Committee. Generally, proposals for major operation and management matters shall be studied and formulated by the management, and where necessary, may also be formulated by special committees under the Board on the basis of full investigation and research, scientific demonstration, and risk assessment.</b></p>

No.	Original Articles	Amended Articles
		<p>(III) The main form of Party Committee discussion is the Party Committee meeting. The opinions given by the Party Committee on major business and management matters after study and discussion shall be submitted to the Board for decision or implemented by the senior management according to their respective duties and authority. Leading members of the Party Committee and other Party members appointed to the Board and the senior management shall consciously accept the leadership of the Party Committee, and resolutely implement the intention of the Party Committee's decision, fully express the opinions of the Party Committee, and ensure that the will of the Party Committee is reflected and implemented in the final decision making when the Board propose deliberations and the senior management make decisions. The progress of implementation of major operation and management matters discussed and researched by the Party Committee in advance shall be reported to the Party Committee in a timely manner as needed.</p> <p>(IV) Strengthen the leadership of the Party Committee over supervision and the political supervision with intra-party supervision as the leading role, and support investors' supervision, auditors' supervision, employees' democratic supervision, and public opinion supervision in giving full play to their role to ensure that all types of supervisions are well coordinated, and form a mechanism for exercising power that ensures sound decision-making, firm enforcement, and effective supervision.</p>

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No.	Original Articles	Amended Articles
12.	<p data-bbox="339 244 836 378"><del>Article 58 The Party committee shall participate in the decision-making process regarding the following material matters:</del></p> <p data-bbox="339 425 836 559"><del>(I) important measures of the Bank regarding the implementation of national laws and regulations and important decisions of the higher level;</del></p> <p data-bbox="339 606 836 704"><del>(II) the development strategies and medium to long-term development plans of the Bank;</del></p> <p data-bbox="339 751 836 815"><del>(III) the production and operation policies of the Bank;</del></p> <p data-bbox="339 861 836 1029"><del>(IV) principle and directional matters in respect of the asset restructuring, transfer of property ownership, capital operation and significant investment of the Bank;</del></p> <p data-bbox="339 1076 836 1210"><del>(V) the formulation and amendments to the Bank's significant reform proposals and important rules and regulations;</del></p> <p data-bbox="339 1257 836 1464"><del>(VI) the merger, division, change and dissolution of the Bank, establishment and adjustment of internal management institutions and establishment and dissolution of affiliated enterprises;</del></p> <p data-bbox="339 1510 836 1644"><del>(VII) the assessment, remuneration, management and supervision of the Bank's mid to senior level operation management personnel;</del></p> <p data-bbox="339 1691 836 1825"><del>(VIII) material matters related to the interest of our staff which are required to be submitted to the employee representatives' meeting for discussion;</del></p>	-

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<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
	<p>(IX) <del>important measures adopted by the Bank regarding the political and social responsibilities of enterprises such as particularly significant safety production and maintenance of stability;</del></p> <p>(X) <del>material matters required to be approved by and reported to the higher level;</del></p> <p>(XI) <del>other matters required to be decided by the Party committee.</del></p>	
13.	<p><del>Article 59 Major procedures for the Party committee's participation in decision making process:</del></p> <p>(I) <del>Preliminary deliberation of the Party committee. The Party organization shall hold meetings of Party committee to conduct discussion and research on material matters proposed to be decided by the Board of Directors and senior management, and provide opinions and advices in this regard. The Party committee shall be entitled to provide advices on findings of matters proposed to be decided by the Board of Directors and senior management of the Bank being in violation of the Party's principles and policies and the PRC laws and regulations, or may jeopardize the interests of the state and the public as well as the legal rights of enterprises and staff. If the Party committee considers that other material matters are required to be decided by the Board of Directors and senior management, it may propose such matters to the Board of Directors and senior management;</del></p>	-

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No.	Original Articles	Amended Articles
	<p>(H) <del>Communication before the meeting. Members of the Party committee who also serve as members of the Board of Directors and senior management of the Bank, especially those serve as the chairman of the Board of Directors or the president, shall communicate with other members of the Board of Directors and senior management regarding the relevant opinions and advices of the Party committee before the proposals are formally submitted to the Board meetings or president office meetings;</del></p> <p>(HH) <del>Expression during the meeting. Members of the Party committee who also serve as members of the Board of Directors and senior management of the Bank shall fully express the opinions and advices of the Party committee during the decision-making process of the Board of Directors and senior management;</del></p> <p>(IV) <del>Report after the meeting. Members of the Party committee who also serve as members of the Board of Directors and senior management of the Bank shall report to the Party organization in respect of the decisions made by the Board of Directors and senior management in a timely manner.</del></p>	



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No.	Original Articles	Amended Articles
14.	<p><del>Article 60</del> Implementation of the Bank's major decisions and arrangements. The Party organization of the Bank shall play a leading role in complying with various rules and regulations of the Bank, conduct promotion, motivation and explanation of the implementation of the Bank's major decisions, getting all the Party members united, nurturing shared understanding on the Bank's strategic targets and major decisions and fostering concerted actions in realizing these targets and major decisions, thus facilitating the reform and development of the Bank.</p>	<p><b>Article 58</b> Implementation of the Bank's major decisions and arrangements. The Party organization of the Bank shall play a leading role in complying with various rules and regulations of the Bank, conduct promotion, motivation and explanation of the implementation of the Bank's major decisions, getting all the Party members united, nurturing shared understanding on the Bank's strategic targets and major decisions and fostering concerted actions in realizing these targets and major decisions, thus facilitating the reform and development of the Bank.</p>
15.	<p><del>Article 61</del> The Party committee shall establish a supervision system for the implementation of the Bank's major decisions and conduct regular supervision and inspection. For the Bank's practices which are not in compliance with the Party's principles and policies, <del>the PRC laws and regulations and the requirements of the central committee of CPC and municipal Party committee,</del> the Party committee shall provide rectification advices in a timely manner and report to the higher level of Party Organization regarding the failure in rectification.</p>	<p><b>Article 59</b> The Party committee shall establish a supervision system for the implementation of the Bank's major decisions and conduct supervision and inspection. <b>Where</b> the Bank does not conform with the Party's theories, principles and policies, <b>or it fails to implement the decisions and arrangements of the CPC Central Committee or fulfill the requirements of the national and Party organizations at higher levels, or it is not conducive to promoting high-quality development, enhancing competitive strength, or maintaining and increasing the value of state-owned capital, or maintaining the social public interests and lawful rights and interests of the workers, the Party shall have the right to demand rectification, and shall have the right to report to the Party organizations at higher levels if it fails to get rectification.</b></p>

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No.	Original Articles	Amended Articles
16.	-	<p><b>Article 60</b> The Bank insists on simultaneous planning of Party construction and production operations, simultaneous establishment of Party Organizations and working organs, simultaneous allocation of person-in charge of the Party Organizations and staff for Party affairs as well as simultaneous proceeding of work, to realize docking between systems, between mechanisms, between regimes and between work, and to give full play to the leadership role of the Party Committee to ensure that the leadership of the Party and the construction of the Party are fully reflected and effectively strengthened in the operation and management.</p>
17.	-	<p><b>Article 61</b> The Bank provides necessary conditions for the Party organizations to carry out activities. The Organization Department under the Party Committee, the Publicity Department under the Party Committee, the Office of the Party Committee, the Integrity Office of the Party, the Inspection Office of the Party Committee shall be set up based on actual needs, and the institution concerned may work together with a management department with similar functions of the Bank. The management of leading personnel and the construction of Party organizations at the primary level are generally under the unified responsibility of the same department, and those belonging to two departments shall be under the respective responsibility of the same leading group members.</p>

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No.	Original Articles	Amended Articles
18.	-	<p>Article 62 A certain proportion of full-time and part-time Party affairs staff shall be allocated in accordance with the number of employees and the actual needs of the Bank. Select secretaries for the Party organizations from the best and take the position of secretaries of the Party organizations at the primary level as an important step for training and selecting cadres. Pay attention to the selection of Party members who are familiar with operation and management, have good political quality, decent style of work, and prestige among the workers and the masses to take charge of the Party building, and take Party affairs as an important platform for cultivating versatile talents. Strictly implement the policy of “equal class of position with equal treatment”, and promote two-way communication among Party affairs staff and other management personnel.</p>
19.	-	<p>Article 63 Guarantee the work funds of the Party organizations and lean toward organizations at the primary level by incorporating management fees, Party membership dues retention and other channels. The part included in administrative expenses shall be arranged in accordance with 1% of the total salary of the employees of the Bank in the previous year, and included in the annual budget. Integrate and utilize all kinds of resources, and make good use of the Party organization’s activity venues.</p>

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No.	Original Articles	Amended Articles
20.	<p>Item (II) of Article 65 Holders of the shares of the Bank shall enjoy the following rights:</p> <p>(II) To request, convene, preside over, attend in person or appoint a proxy to attend the shareholders' general meeting, and to <del>exercise their voting rights</del> according to the number of shares held by them;</p>	<p>Item (II) of Article 67 Holders of the shares of the Bank shall enjoy the following rights:</p> <p>(II) To request, convene, preside over, attend in person or appoint a proxy to attend the shareholders' general meeting, and to <b>give speeches at the shareholders' general meeting and exercise their voting rights</b> according to the number of shares held by them <b>(unless individual shareholders shall waive their voting rights in respect of certain matters in accordance with laws and regulations, securities regulatory authorities in the place where the shares of the Company are listed, and the listing rules of the place where the shares of the Company are listed)</b>;</p>
21.	<p>Article 70—Shareholders of the Bank shall have the following obligations:</p> <p>(I) To abide by the laws and regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed for by them and the method of capital contribution;</p> <p><del>(HH)</del>—Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p>	<p>Article 72 Shareholders of the Bank shall have the following obligations:</p> <p>(I) To abide by the laws and regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed for by them and the method of capital contribution. <b>To contribute by legitimate source of self-owned funds but not by entrusted funds, debt funds and other non-self-owned funds, unless otherwise required by laws and regulations or regulatory systems;</b></p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
	<p>(IV)—To comply with the resolutions of the shareholders’ general meeting;</p> <p>(V)—To support the reasonable capital plans formulated by the Board of Directors, and in the case that the capital adequacy ratio is lower than the legal requirements, shall support the measures of increasing the capital adequacy ratio which shall be proposed by the Board of Directors, including the development of reasonable capital supplement plans, the increase in core capital and so on; Substantial shareholders shall replenish the Bank with capital when necessary and make long-term commitments of the capital supplement to the Bank in writing and those commitments shall become a part of the capital planning of the Bank; Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p> <p>(VI)—To fulfill their obligations of integrity to the Bank in accordance with the laws and ensure that the shareholders’ qualification information submitted by them is true, complete and effective. Substantial shareholders shall disclose the information of related parties truthfully, accurately and completely to the Board of Directors, and undertake to report any change of association relationship to <del>the Board of Directors</del> in a timely manner whenever it occurs;</p>	<p><b>(III) To comply with the regulatory requirements on shareholding and the number of shareholding institutions and no authorisation for, or acceptance of authorisation from, any other person to hold shares of the Company;</b></p> <p>(IV) Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(V) To comply with the resolutions of the shareholders’ general meeting;</p> <p>(VI) To support the reasonable capital plans formulated by the Board of Directors, and in the case that the capital adequacy ratio is lower than the legal requirements, shall support the measures of increasing the capital adequacy ratio which shall be proposed by the Board of Directors, including the development of reasonable capital supplement plans, the increase in core capital and so on; Substantial shareholders shall replenish the Bank with capital when necessary and make long-term commitments of the capital supplement to the Bank in writing and those commitments shall become a part of the capital planning of the Bank. <b>Shareholders who fail to fulfill the commitments shall be restricted from their rights;</b> Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p>

No.	Original Articles	Amended Articles
	<p><del>(VII)</del> Shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval and filing with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that the pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing;</p> <p><del>(VIII)</del> After the completion of the registration of equity pledge, the Shareholders shall provide the Bank with the information on equity pledge in a timely manner as required by the Bank for risk management and information disclosure;</p> <p><del>(IX)</del> If the possibility that we will encounter liquidity squeeze arises, all shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid;</p>	<p><b>(VII)</b> To fulfill their obligations of integrity to the Bank in accordance with the laws and ensure that the shareholders' qualification information submitted by them is true, complete and effective. Substantial shareholders shall disclose the information of related parties truthfully, accurately and completely to the Board of Directors, and undertake to report any change of association relationship to <b>the Bank</b> in a timely manner whenever it occurs;</p> <p><b>(VIII) To inform the Bank truthfully of their financial information, shareholding structure, source of capital contribution, controlling shareholder, or the actual controller, related parties, persons acting in concert, ultimate beneficiaries and investment in other financial institutions;</b></p> <p><b>(IX) The Bank shall be notified in writing in a timely manner if the following circumstances occur:</b></p> <p><b>(1) the controlling shareholders, actual controllers, related parties, persons acting in concert, or ultimate beneficiaries of the shareholder have changed;</b></p> <p><b>(2) the merger or division of Shareholders has taken place, and the shareholders were ordered to suspend business for rectification, appointed trusteeship, take-over or revocation;</b></p>

No.	Original Articles	Amended Articles
	<p><del>(X)</del> Except for the obligations as required by the laws and administrative regulations, when exercising voting rights, the shareholders shall not make resolutions that harm the legitimate interests of other shareholders;</p> <p><del>(XI)</del> Not to abuse their rights in harming the interests of the Bank or other shareholders; not to abuse the Bank's status as an independent legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the laws. If a shareholder abuses the Bank's status as an independent legal entity and the limited liability of shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p> <p><del>(XH)</del> The controlling shareholders and de facto controllers of the Bank owe a fiduciary duty to the Bank and its other shareholders, and they shall not exploit their related relationship to harm the legitimate interests of the Bank and other shareholders;</p> <p><del>(XH)</del> The substantial shareholders of the Bank shall not transfer their shares within five years from the closing date; the transfer of shares on maturity and the qualifications for shareholders as transferees shall obtain the approval of banking regulatory authorities;</p>	<p><b>(3) where a shareholder enters the procedures of dissolution, liquidation, or bankruptcy, or if his/her legal representative(s), company name, business site, business scope and other major matters have been changed, the relevant shareholder shall inform the Bank of the changes in writing in a timely manner; and</b></p> <p><b>(4) if the shares of the Bank held by the shareholder are involved in litigation, arbitration, legal compulsory measures taken by judicial authorities, pledged or released, the shareholder shall timely inform the Bank in writing of the relevant situation in accordance with laws and regulations and regulatory provisions;</b></p> <p><b>(X)</b> Shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval and filing with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that the pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing;</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
	<p>(XIV) <del>The substantial shareholders of the Bank</del> shall not impose inappropriate pressure to the Bank for meeting targets or intervene in the Bank's daily business operation. <del>The substantial shareholders</del> shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interests, intervene in the decision-making rights and management rights of the Board of Directors and senior management under the Articles of the Bank, bypass the Board of Directors and senior management to directly intervene in the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p>	<p>(XI) After the completion of the registration of equity pledge, the Shareholders shall provide the Bank with the information on equity pledge in a timely manner as required by the Bank for risk management and information disclosure;</p> <p><b>(XII) Shareholders who transfer or pledge their shares in the Bank or conduct related party transactions with the Bank shall comply with laws, regulations and regulatory requirements, and shall not prejudice the interests of other shareholders and the Bank;</b></p> <p>(XIII) If the possibility that we will encounter liquidity squeeze arises, all shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid;</p> <p>(XIV) Except for the obligations as required by the laws and administrative regulations, when exercising voting rights, the shareholders shall not make resolutions that harm the legitimate interests of other shareholders;</p>



No.	Original Articles	Amended Articles
	<p><del>(XV)</del>The application for change of shareholder holding over 5% of total capital or share capital shall get prior confirmation of the Board of Directors of the Bank, and then be reported to the banking regulatory authorities for approval. In case the investor intends to hold or accumulate more than 5% of the total capital or shares of the Bank for the first time individually or jointly with the related parties thereof and persons acting in concert, such matter shall be reported to the banking regulatory authority for approval after deliberation by the Board of Directors of the Bank. In case the investor holds more than 1% but less than 5% of the total capital or shares of the Bank individually or jointly with the related parties thereof and persons acting in concert, they shall report to the banking regulatory authority within 10 working days after acquiring such equity.</p> <p><del>(XVI)</del>The substantial shareholders of the Bank shall notify equity management department of the Bank and submit it to the Board of Directors for filing within five working days after any of the following events occurs:</p> <ol style="list-style-type: none"> <li>1. material matters such as transfer of shares of the Bank, change of de facto controller, name, legal representative, business scope, registered capital, domicile or contact information;</li> <li>2. merger, split, or imposition of regulatory measures such as suspension of business for rectification, appointment of trustee, takeover or revocation, or entering into dissolution, bankruptcy or liquidation procedures;</li> </ol>	<p><b>(XV) The Bank’s shareholders and their controlling shareholders and de facto controllers shall not abuse their rights as shareholders or take advantage of related relationships to prejudice the legitimate rights and interests of the Bank or other shareholders and stakeholders;</b> not to abuse the Bank’s status as an independent legal entity and the limited liability of shareholders to harm the interests of the Bank’s creditors. If a shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the laws. If a shareholder abuses the Bank’s status as an independent legal entity and the limited liability of shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank’s creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p> <p><b>(XVI)</b> The controlling shareholders and de facto controllers of the Bank owe a fiduciary duty to the Bank and its other shareholders, and they shall not exploit their related relationship to harm the legitimate interests of the Bank and other shareholders;</p> <p><b>(XVII)</b> The substantial shareholders of the Bank shall not transfer their shares within five years from the closing date; the transfer of shares on maturity and the qualifications for shareholders as transferees shall obtain the approval of banking regulatory authorities;</p>

No.	Original Articles	Amended Articles
	<p>3. subject to administrative penalties or criminal liabilities due to material breach of laws and regulations;</p> <p>4. other circumstances that may result in transfer of the shares of the Bank they held, or that may affect the operations of the Bank.</p> <p>If Shareholders fail to fulfill their obligations to notify such events and lead to consequences, they shall bear liabilities accordingly.</p> <p><del>(XVII)</del> Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p><del>(XVIII)</del>—For a shareholder that makes any false statement, abuses shareholders' rights or otherwise harms the interests of the Bank, the banking regulatory authorities or its local offices may restrict or prohibit related party transactions between the Bank and the shareholder, restrict his/her limit of equity held in the Bank and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p>	<p><b>(XVIII)</b> The shareholders <b>and its controlling shareholders, de facto controllers</b> of the Bank shall not impose inappropriate pressure to the Bank for meeting targets or intervene in the Bank's daily business operation. They shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interests, intervene in the decision-making rights and management rights of the Board of Directors and senior management under the Articles of the Bank, bypass the Board of Directors and senior management to directly intervene in the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p> <p><b>(XIX)</b> The application for change of shareholder holding over 5% of total capital or share capital shall get prior confirmation of the Board of Directors of the Bank, and then be reported to the banking regulatory authorities for approval. In case the investor intends to hold or accumulate more than 5% of the total capital or shares of the Bank for the first time individually or jointly with the related parties thereof and persons acting in concert, such matter shall be reported to the banking regulatory authority for approval after deliberation by the Board of Directors of the Bank. In case the investor holds more than 1% but less than 5% of the total capital or shares of the Bank individually or jointly with the related parties thereof and persons acting in concert, they shall report to the banking regulatory authority within 10 working days after acquiring such equity.</p>

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<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
	<p data-bbox="336 242 833 348"><del>(XIX) Other obligations as required by the laws, regulations and the Articles.</del></p> <p data-bbox="336 402 833 634">Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>	<p data-bbox="855 242 1353 474"><b>(XX)</b> The substantial shareholders of the Bank shall notify equity management department of the Bank and submit it to the Board of Directors for filing within five working days after any of the following events occurs:</p> <ol data-bbox="855 527 1353 1353" style="list-style-type: none"> <li data-bbox="855 527 1353 715">1. material matters such as transfer of shares of the Bank, change of de facto controller, name, legal representative, business scope, registered capital, domicile or contact information;</li> <li data-bbox="855 768 1353 998">2. merger, split, or imposition of regulatory measures such as suspension of business for rectification, appointment of trustee, takeover or revocation, or entering into dissolution, bankruptcy or liquidation procedures;</li> <li data-bbox="855 1051 1353 1157">3. subject to administrative penalties or criminal liabilities due to material breach of laws and regulations;</li> <li data-bbox="855 1210 1353 1353">4. other circumstances that may result in transfer of the shares of the Bank they held, or that may affect the operations of the Bank.</li> </ol>

No.	Original Articles	Amended Articles
		<p>If shareholders fail to fulfill their obligations to notify such events and lead to consequences, they shall bear liabilities accordingly.</p> <p>(XXI) Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p>(XXII) For a shareholder that <b>violates commitment</b>, makes any false statement, abuses shareholders' rights or otherwise harms the interests of the Bank, the banking regulatory authorities or its local offices may restrict or prohibit related party transactions between the Bank and the shareholder, restrict his/her limit of equity held in the Bank and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.. <b>The commitments made by the major shareholders of corporate legal entities shall be subject to necessary internal approval procedures such as the Board or the shareholders' general meeting in accordance with laws and regulations, regulatory requirements and the Articles of Association. The performance of major shareholders' commitments shall be determined by the Board. Measures taken against shareholders who violate their commitments shall be proposed by the Board and implemented after being deliberated and approved by the shareholders' general meeting, and the relevant shareholders or shareholders' representatives shall abstain from voting.</b></p>

No.	Original Articles	Amended Articles
		<p><b>(XXIII) In case of a risk event or a major violation by the Bank, the shareholders shall cooperate with the regulatory authorities in investigation and risk disposal;</b></p> <p><b>(XXIV)</b> Other obligations as required by the laws, regulations and the Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>
22.	<p>Article 73 The terms of credit provided to its shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category.</p> <p><del>The credit balance granted to a related party by the Bank shall not exceed 10% of the Bank's net capital, the credit balance granted to a related corporate or other organisation by the Bank shall not exceed 15% of the Bank's net capital, and the credit balance granted to all related parties by the Bank shall not exceed 50% of the Bank's net capital. The balance of credit granted to related parties by the Bank shall not violate the other requirements of laws, regulations and the banking regulatory authorities.</del></p> <p>When calculating the balance of credit, the amount of security deposit provided by and bank certificates of deposit and treasury bonds pledged by the connected party upon the granting of credit may be deducted.</p>	<p>Article 75 The terms of credit provided to its shareholders shall not be more favorable than those provided to other borrowers if the loans concerned are in the same category.</p> <p><b>The credit balance granted to a related party by the Bank shall not exceed 10% of the Bank's net capital at the end of the last quarter,</b> the aggregate credit balance granted to a related corporate or <b>unincorporated</b> organisation by the Bank shall not exceed 15% of the Bank's net capital <b>at the end of the last quarter,</b> and the credit balance granted to all related parties by the Bank shall not exceed 50% of the Bank's net capital <b>at the end of the last quarter.</b></p> <p>When calculating the balance of credit, the amount of security deposit provided by and bank certificates of deposit and treasury bonds pledged by the connected party upon the granting of credit may be deducted.</p> <p><b>The Bank shall comply with relevant regulations on inter-bank business when carrying out inter-bank business with related parties. The inter-bank business carried out between the Bank and domestic and overseas related party banks may not be subject to the proportions listed in Paragraph 2 of this Article and the Standards for Material Related Transactions in Article 344 of the Articles of Association.</b></p>

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<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
23.	<p>Article <del>77</del> The shareholders' general meetings shall exercise the following powers:</p> <p>(I) Deciding on the business policies and investment plans of the Bank;</p> <p>(II) Electing and replacing directors and supervisors not appointed from staff representatives, and deciding on matters concerning directors' and supervisors' remuneration;</p> <p>(III) Examining and approving reports of the Board of Directors;</p> <p>(IV) Examining and approving reports of the Board of Supervisors, listening to the Report of the Board of Supervisors on the Directors' and Supervisors' Performance Assessment;</p> <p>(V) Examining and approving the Bank's annual financial budget and final account proposals;</p> <p>(VI) Examining the significant asset disposal matters involving an amount of more than 30% of the latest audited total assets of the Bank for 12 consecutive months (including but not limited to selling, purchase, write-off, mortgage and non-operating guarantee);</p> <p>(VII) Examining and approving the Bank's plans for profit distribution and loss make-up;</p>	<p>Article <b>79</b> The shareholders' general meetings shall exercise the following powers:</p> <p>(I) Deciding on the business policies and investment plans of the Bank;</p> <p>(II) Electing and replacing directors and supervisors not appointed from staff representatives, and deciding on matters concerning directors' and supervisors' remuneration;</p> <p>(III) Examining and approving reports of the Board of Directors;</p> <p>(IV) Examining and approving reports of the Board of Supervisors, listening to the Report of the Board of Supervisors on the Directors' and Supervisors' Performance Assessment;</p> <p>(V) Examining and approving the Bank's annual financial budget and final account proposals;</p> <p>(VI) Examining the significant asset disposal matters involving an amount of more than 30% of the latest audited total assets of the Bank for 12 consecutive months (including but not limited to selling, purchase, write-off, mortgage and non-operating guarantee);</p> <p>(VII) Examining and approving the Bank's plans for profit distribution and loss make-up;</p>

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No.	Original Articles	Amended Articles
	<p>(VIII) Adopting resolutions concerning the increase or reduction of the registered capital and the repurchase of the Bank's Shares;</p> <p>(IX) Adopting resolutions concerning the issuance of bonds or other securities and listing of the Bank;</p> <p>(X) Adopting resolutions on merger, division, dissolution, liquidation or changing of corporate form of the Bank;</p> <p>(XI) Examining the amendments of Articles, the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of Meetings of the Board of Directors and the Rules of Procedure of Meetings of the Board of Supervisors;</p> <p>(XII) Examining the stock incentive plans;</p> <p><del>(XIII)</del> Adopting resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm;</p> <p><del>(XIV)</del> Examining the resolutions proposed by shareholders with more than 3% of the Shares carrying voting rights of the Bank;</p> <p><del>(XV)</del> Examining and approving matters in relation to the change in use of raised funds;</p>	<p>(VIII) Adopting resolutions concerning the increase or reduction of the registered capital and the repurchase of the Bank's Shares;</p> <p>(IX) Adopting resolutions concerning the issuance of bonds or other securities and listing of the Bank;</p> <p>(X) Adopting resolutions on merger, division, dissolution, liquidation or changing of corporate form of the Bank;</p> <p>(XI) Examining and <b>approving</b> the Articles, the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of Meetings of the Board of Directors and the Rules of Procedure of Meetings of the Board of Supervisors <b>and its</b> amendments;</p> <p>(XII) Examining <b>and approving</b> the stock incentive plans;</p> <p><b>(XIII) Adopting resolutions on the purchase of the Bank's shares in accordance with laws;</b></p> <p><b>(XIV)</b> Adopting resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm <b>and the remuneration of the Bank's accounting firm;</b></p> <p>(XV) Examining the resolutions proposed by shareholders with more than 3% of the Shares carrying voting rights of the Bank;</p>

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No.	Original Articles	Amended Articles
	<p><del>(XVI)</del>—Examining others matters which shall be decided by the shareholders’ general meeting as required by the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed or the Articles;</p>	<p><b>(XVI)</b> Examining and approving matters in relation to the change in use of raised funds;</p> <p><b>(XVII)</b> Examining others matters which shall be decided by the shareholders’ general meeting as required by the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed or the Articles;</p>
24.	<p>Article 80 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held <del>once a year</del> and shall be held within six months from the end of the previous financial year. Where such meetings are required to be adjourned for any special reasons, it shall report to the banking regulatory authority and provide reasons of postponement in time.</p>	<p>Article 82 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held <b>once every financial year</b> and shall be held within six months from the end of the previous financial year. Where such meetings are required to be adjourned for any special reasons, it shall report to the banking regulatory authority and provide reasons of postponement in time.</p>



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No.	Original Articles	Amended Articles
25.	<p>Article 84 The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) The number of directors is less than the number required by the Company Law or two-thirds of the number required by the Articles;</p> <p>(II) The outstanding losses of the Bank has reached one third of the total amount of the paid-in share capital of the Bank;</p> <p>(III) The shareholders who individually or jointly hold more than 10% of the shares carrying voting rights of the Bank have requested in writing to convene extraordinary general meetings; the number of shares shall be calculated as of the date when shareholders put forward the written request;</p> <p>(IV) When the Board deems it necessary to convene such a meeting;</p> <p>(V) When the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) When above half of the independent Directors or the only two independent Directors unanimously agree on the proposal of convening;</p> <p>(VII) When above half of the external supervisors or the only two external supervisors unanimously agree on the proposal of convening;</p> <p>(VIII) Other circumstances as provided in the laws and regulations or the Articles.</p>	<p>Article 83 The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) The number of directors is less than the number required by the Company Law or two-thirds of the number required by the Articles;</p> <p>(II) The outstanding losses of the Bank has reached one third of the total amount of the paid-in share capital of the Bank;</p> <p>(III) The shareholders who individually or jointly hold more than 10% of the shares carrying voting rights of the Bank have requested in writing to convene extraordinary general meetings, the number of shares shall be calculated as of the date when shareholders put forward the written request;</p> <p>(IV) When the Board deems it necessary to convene such a meeting;</p> <p>(V) When the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) When above half <b>and not less than two</b> independent Directors or the only two independent Directors unanimously agree on the proposal of convening;</p> <p>(VII) When above half of the external supervisors or the only two external supervisors unanimously agree on the proposal of convening;</p> <p>(VIII) Other circumstances as provided in the laws and regulations or the Articles.</p>

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No.	Original Articles	Amended Articles
26.	<p>Article 82 The venue for the Bank to convene a shareholders’ general meeting shall be at the Bank’s domicile or other places specified in the notice of the shareholders’ general meeting.</p> <p>An assembly room will be set up for the shareholders’ general meeting and the meeting will be held in the form of live meeting. The Bank may also provide the network or other means for the convenience of shareholders to attend the shareholders’ general meeting when it is ready. Shareholders attending the shareholders’ general meeting through the aforesaid means shall be considered as present.</p>	<p>Article 84 The venue for the Bank to convene a shareholders’ general meeting shall be at the Bank’s domicile or other places specified in the notice of the shareholders’ general meeting.</p> <p>An assembly room will be set up for the shareholders’ general meeting and the meeting will be held in the form of live meeting. The Bank may also provide the network or other means for the convenience of <b>minority shareholders</b> to attend the shareholders’ general meeting when it is ready. Shareholders attending the shareholders’ general meeting through the aforesaid means shall be considered as present.</p>
27.	<p>Article 87–The Shareholders who individually or jointly hold more than 10% of the Bank’s shares for over ninety (90) consecutive days (hereinafter referred to as “Requesting Shareholders”) shall have the right to request the Board of Directors to convene the extraordinary general meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the general meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p>	<p>Article 89 The Shareholders who individually or jointly hold more than 10% of the Bank’s shares for over ninety (90) consecutive days (hereinafter referred to as “Requesting Shareholders”) shall have the right to request the Board of Directors to convene the extraordinary general meeting and <b>add resolutions to a meeting agenda</b>, and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the general meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p>

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<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
	<p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its written response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the extraordinary general meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>If the Board of Supervisors agrees to convene the extraordinary general meeting, a notice for convening the general meeting shall be issued within five (5) days of receiving the proposal. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of the general meeting within the specified time limit, it shall be deemed to have failed to convene the general meeting, and Requesting Shareholders shall have the right to convene such meetings by themselves.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p>	<p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its written response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the extraordinary general meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>If the Board of Supervisors agrees to convene the extraordinary general meeting, a notice for convening the general meeting shall be issued within five (5) days of receiving the proposal. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of the general meeting within the specified time limit, it shall be deemed to have failed to convene the general meeting, and Requesting Shareholders shall have the right to convene such meetings by themselves.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
28.	<p>Article 95 When the Bank is to convene a shareholders' general meeting, a written notice at least 20 <del>full business</del> days in advance for an annual general meeting or a written notice at least <del>10 full business days or</del> 15 days (<del>whichever is the earlier</del>) for an extraordinary general meeting shall be dispatched to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting.</p>	<p>Article 97 When the Bank is to convene a shareholders' general meeting, a written notice at least 20 days in advance for an annual general meeting or a written notice at least 15 days for an extraordinary general meeting shall be dispatched to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting. <b>Where laws and regulations, securities regulatory authorities of the place where the Company's shares are listed and the listing rules of the place where the Company's shares are listed have other provisions, such provisions shall prevail.</b></p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
29.	<p>Article 98 The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers and websites specified by the laws and regulations or relevant domestic regulatory authorities at least 20 <del>full business</del> days prior to an annual general meeting or at least 10 <del>full business</del> days or 15 days (<del>whichever is the earlier</del>) prior to an extraordinary general meeting. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed, the Articles and the regulations of the relevant regulatory authorities, the Bank may also send the notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange.</p>	<p>Article <b>100</b> The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers or <b>the Bank's</b> website specified by the laws and regulations or relevant domestic regulatory authorities at least 20 days prior to an annual general meeting or at least 15 days <b>prior to</b> an extraordinary general meeting. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed, the Articles and the regulations of the relevant regulatory authorities, the Bank may also send the notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
30.	<p>Article 103 Shareholders shall appoint their proxies in writing. The power of attorney shall be executed by appointing shareholders or an attorney duly authorised by them in writing. Where the appointing shareholder is a legal person, the power of attorney shall be executed under its common seal or under the hand of its director or an attorney duly authorised in writing.</p>	<p>Article 105 Shareholders shall appoint their proxies in writing. The power of attorney shall be executed by appointing shareholders or an attorney duly authorised by them in writing. Where the appointing shareholder is a legal person, the power of attorney shall be executed under its common seal or under the hand of its director or an attorney duly authorised in writing, <b>a proxy attending a shareholders' general meeting shall be deemed as a corporate shareholder attending the shareholders' general meeting in person.</b></p>
31.	<p>Article 109 If the shareholder is a recognized clearing house or its agent as defined in relevant ordinances formulated by Hong Kong from time to time, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting. If more than one person is appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house (or its agent) in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is an individual shareholder of the Bank.</p>	<p>Article 110 If the shareholder is a recognized clearing house or its agent as defined in relevant ordinances formulated by Hong Kong from time to time, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting, <b>meeting of creditors(if applied)</b>. If more than one person is appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house (or its agent) in exercising <b>the statutory rights (including the right to speak and vote) equal to that of other shareholders</b> at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is an individual shareholder of the Bank.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
32.	<p>Article 113 The shareholders' general meetings shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting (if the Bank has two or more deputy chairmen, the deputy chairman designated by the chairman shall preside over the meeting; if the chairman does not designate a deputy chairman to preside over the meeting, the deputy chairman elected by more than half of the directors shall preside over the meeting). If the deputy chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall preside over the meeting.</p> <p>In the event that no such designation or election is made according to the preceding paragraph, a shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p>	<p>Article 115 The shareholders' general meetings shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall preside over the meeting.</p> <p>In the event that no such designation or election is made according to the preceding paragraph, a shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over by <b>the chairman of the Board of Supervisors</b>. When <b>the chairman of the Board of Supervisors</b> is unable or fails to perform his or her duty, a Supervisor jointly elected by more than half of the Supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative elected by the convener.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
	<p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>
33.	<p>Article 148—The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be kept as the Bank's files.</p>	<p>Article 120 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be kept as the Bank's files. <b>The meeting minutes shall be kept permanently.</b></p>



APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
34.	<p>Article 122–The following matters shall be resolved by way of an ordinary resolution:</p> <p>(I) the business policies and investment plans of the Bank;</p> <p>(II) the appointment and dismissal of directors and supervisors who are not employees’ representatives, and the remunerations of directors and supervisors;</p> <p>(III) the work reports of the Board of Directors;</p> <p>(IV) the work reports of the Board of Supervisors;</p> <p>(V) the annual financial budgets and final accounting plans of the Bank;</p> <p>(VI) the profits distribution proposals and loss recovery plans of the Bank;</p> <p>(VII) the balance sheets, income statements and other financial statements of the Bank;</p> <p>(VIII) matters other than those required by laws and regulations or the Articles to be resolved by a special resolution.</p>	<p>Article 124 The following matters shall be resolved by way of an ordinary resolution:</p> <p>(I) the business policies and investment plans of the Bank;</p> <p>(II) the appointment and dismissal of directors and supervisors who are not employees’ representatives, and the remunerations of directors and supervisors;</p> <p>(III) the work reports of the Board of Directors;</p> <p>(IV) the work reports of the Board of Supervisors;</p> <p>(V) the annual financial budgets and final accounting plans of the Bank;</p> <p>(VI) the profits distribution proposals and loss recovery plans of the Bank;</p> <p>(VII) the balance sheets, income statements and other financial statements of the Bank;</p> <p>(VIII) matters other than those required by laws and regulations, <b>the regulatory rules of the place where the Bank’s shares are listed</b> or the Articles to be resolved by a special resolution.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
35.	<p>Article 123–The following matters shall be resolved by way of a special resolution:</p> <p>(I) an increase or reduction of the registered capital of the Bank;</p> <p>(II) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(III) the issuance of bonds or other securities and listing;</p> <p>(IV) amendments to the Articles;</p> <p>(V) repurchase of the Bank’s shares;</p> <p>(VI) major asset disposal;</p> <p>(VII) share incentives plans; and</p> <p><del>(VIII)</del> any other matter as required by the laws, regulations or the Articles, and confirmed by an ordinary resolution at the shareholders’ general meeting that it may have material impact on the Bank and shall therefore be approved by a special resolution.</p>	<p>Article 125 The following matters shall be resolved by way of a special resolution:</p> <p>(I) an increase or reduction of the registered capital of the Bank;</p> <p>(II) the division, merger, dissolution, liquidation, <b>voluntary liquidation</b> or any other change in the corporate form of the Bank;</p> <p>(III) the issuance of bonds or other securities and listing;</p> <p>(IV) amendments to the Articles;</p> <p>(V) repurchase of the Bank’s shares;</p> <p>(VI) major asset disposal;</p> <p>(VII) share incentives plans; and</p> <p><b>(VIII) remove an independent director;</b></p> <p><b>(IX)</b> any other matter as required by the laws, regulations, <b>regulatory rules of the place where the Bank’s shares are listed or more than two-thirds of the voting rights held by shareholders present at the meeting</b> regulated by the Articles, and confirmed by an ordinary resolution at the shareholders’ general meeting that it may have material impact on the Bank and shall therefore be approved by a special resolution.</p>

**APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
36.	<p>Article 143-If the Bank proposes to change or nullify certain rights of a certain class of shareholders, this proposal should be passed by a special resolution at the shareholders’ general meeting and passed at the separate meeting convened according to Articles 145 to 149 for the related class of shareholders.</p>	<p>Article 145 If the Bank proposes to change or nullify certain rights of a certain class of shareholders, this proposal should be passed by a special resolution at the shareholders’ general meeting and passed at the separate meeting convened according to Articles 147 to 151 for the related class of shareholders.</p>
37.	<p>Article 145 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders’ general meeting, shall be entitled to vote on the matters concerning items (II) to (VIII), (XI) to (XII) of Article 144 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 31 of the Articles or has repurchased its own shares through public transaction on a stock exchange, “shareholders with conflicts of interests” shall mean the controlling shareholders defined in Article 347 of the Articles;</p>	<p>Article 147 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders’ general meeting, shall be entitled to vote on the matters concerning items (II) to (VIII), (XI) to (XII) of Article 146 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 31 of the Articles or has repurchased its own shares through public transaction on a stock exchange, “shareholders with conflicts of interests” shall mean the controlling shareholders defined in Article 344 of the Articles;</p>

**APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
	<p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 31 of the Articles, “shareholders with conflicts of interests” shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(III) Under a restructuring scheme of the Bank, “shareholders with conflicts of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 31 of the Articles, “shareholders with conflicts of interests” shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(III) Under a restructuring scheme of the Bank, “shareholders with conflicts of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>
38.	<p>Article 146—A resolution of the meeting for a certain class of shareholders shall be adopted by above two thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 145.</p>	<p>Article 148 A resolution of the meeting for a certain class of shareholders shall be adopted by above two thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 147.</p>

No.	Original Articles	Amended Articles
39.	<p>Article 154—In any of the following circumstances, he/she shall be deemed as failing to satisfy the requirements specified by items (II), (III) and (V) of Article 150 of the Articles, and shall not serve as director of the Bank.</p> <p>(I) having a record of intentional or gross negligence crime;</p> <p>(II) having any bad conduct that seriously goes against social morality and causes adverse effect;</p> <p>(III) bearing personal liabilities or direct leadership liabilities for any illegal or rule-breaking business activity or any heavy loss of a previous employer, in a serious case;</p> <p>(IV) being or having once been a director or senior management personnel of an institution which has been taken over, cancelled or declared bankrupt or whose business license has been revoked, unless there is proof that the person assumes no personal liability for that;</p> <p>(V) violating professional ethics or code of conduct or seriously neglecting duties, which has caused any major loss or adverse impact;</p> <p>(VI) instigating or participating in his/her employer’s resistance to any legal supervision or case investigation;</p> <p>(VII) having been disqualified for life for the office of director or senior management personnel, or having received punishments from regulatory authorities or other financial administrative departments for cumulatively twice or more;</p> <p>(VIII) being licensed a qualification by illegitimate means when failing to satisfy any of the qualification requirements prescribed by the Articles.</p>	<p>Article 153 In any of the following circumstances, he/she shall be deemed as failing to satisfy the requirements specified by items (II), (III) and (V) of Article 152 of the Articles, and shall not serve as director of the Bank.</p> <p>(I) having a record of intentional or gross negligence crime;</p> <p>(II) having any bad conduct that seriously goes against social morality and causes adverse effect;</p> <p>(III) bearing personal liabilities or direct leadership liabilities for any illegal or rule-breaking business activity or any heavy loss of a previous employer, in a serious case;</p> <p>(IV) being or having once been a director or senior management personnel of an institution which has been taken over, cancelled or declared bankrupt or whose business license has been revoked, unless there is proof that the person assumes no personal liability for that;</p> <p>(V) violating professional ethics or code of conduct or seriously neglecting duties, which has caused any major loss or adverse impact;</p> <p>(VI) instigating or participating in his/her employer’s resistance to any legal supervision or case investigation;</p> <p>(VII) having been disqualified for life for the office of director or senior management personnel, or having received punishments from regulatory authorities or other financial administrative departments for cumulatively twice or more;</p> <p>(VIII) being licensed a qualification by illegitimate means when failing to satisfy any of the qualification requirements prescribed by the Articles.</p>

**APPENDIX VIII      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
40.	<p>Article 152 In any of the following circumstances, he/she shall be deemed as failing to satisfy the requirements specified by items (VI) and (VII) of Article 150 of the Articles, and shall not serve as director of the Bank:</p> <p>(I) Either the person or the spouse thereof has any relatively large amount of overdue debt, including but not limited to any overdue loan owed to the Bank as of applying for the qualification;</p> <p>(II) The cumulative total of shares held by the person and the near relatives thereof accounts for 5% or more of the total shares of the Bank, and the total amount of credit obtained from the Bank obviously exceeds the net value of equities held in the Bank;</p> <p>(III) The cumulative total of shares held by the person and the entity in which the person holds controlling shares accounts for 5% or more of the total shares of the Bank, and the total amount of credit obtained from the Bank obviously exceeds the net value of equities held in the Bank;</p> <p>(IV) Either the person or the spouse thereof holds an office in an entity holding 5% or more of shares of the Bank, and the total amount of credit obtained by the entity from the Bank obviously exceeds the net value of its equities held in the Bank, unless there is proof that the credit granted has nothing to do with the person or the spouse thereof;</p> <p>(V) Any other circumstance under which an office held by the person has an obvious conflict of interest with the office held or to be held in the Bank or obviously has distracted or will distract the person in terms of the time or energy for performing duties in the Bank.</p>	<p>Article 154 In any of the following circumstances, he/she shall be deemed as failing to satisfy the requirements specified by items (VI) and (VII) of Article 152 of the Articles, and shall not serve as director of the Bank:</p> <p>(I) Either the person or the spouse thereof has any relatively large amount of overdue debt, including but not limited to any overdue loan owed to the Bank as of applying for the qualification;</p> <p>(II) The cumulative total of shares held by the person and the near relatives thereof accounts for 5% or more of the total shares of the Bank, and the total amount of credit obtained from the Bank obviously exceeds the net value of equities held in the Bank;</p> <p>(III) The cumulative total of shares held by the person and the entity in which the person holds controlling shares accounts for 5% or more of the total shares of the Bank, and the total amount of credit obtained from the Bank obviously exceeds the net value of equities held in the Bank;</p> <p>(IV) Either the person or the spouse thereof holds an office in an entity holding 5% or more of shares of the Bank, and the total amount of credit obtained by the entity from the Bank obviously exceeds the net value of its equities held in the Bank, unless there is proof that the credit granted has nothing to do with the person or the spouse thereof;</p> <p>(V) Any other circumstance under which an office held by the person has an obvious conflict of interest with the office held or to be held in the Bank or obviously has distracted or will distract the person in terms of the time or energy for performing duties in the Bank.</p>

**APPENDIX VIII      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
41.	<p>Article 154 Any election or appointment of directors in violation of the provisions of Articles 151 to 153 of the Articles shall be invalid. Where any director gets involved in any of the aforesaid circumstances during his/her term of office, the Bank shall remove him/her as director.</p>	<p>Article 156 Any election or appointment of directors in violation of the provisions of Articles 153 to 154 of the Articles shall be invalid. Where any director gets involved in any of the aforesaid circumstances during his/her term of office, the Bank shall remove him/her as director.</p>
42.	<p>Article 156-Directors shall observe laws and regulations and the Articles, and fulfil the following obligations of loyalty:</p> <p>(I) not to abuse their official powers to accept bribes or other unlawful income, and not to expropriate the Bank's property;</p> <p>(II) not to embezzle monies of the Bank;</p> <p>(III) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Bank's assets or monies;</p> <p>(IV) not to lend monies of the Bank to other persons or provide guarantee for other persons with the property of the Bank counter to the Articles or without the consent of the shareholders' general meeting or the Board of Directors;</p> <p>(V) not to conclude any contract or conduct any transaction with the Bank counter to the Articles or without the consent of the shareholders' general meeting;</p> <p>(VI) without the consent of the shareholders' general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Bank, or conduct for themselves or others any businesses similar to those of the Bank;</p>	<p>Article 158 Directors shall observe laws and regulations and the Articles, and fulfil the following obligations of loyalty:</p> <p>(I) not to abuse their official powers to accept bribes or other unlawful income, and not to expropriate the Bank's property;</p> <p>(II) not to embezzle monies of the Bank;</p> <p>(III) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Bank's assets or monies;</p> <p>(IV) not to lend monies of the Bank to other persons or provide guarantee for other persons with the property of the Bank counter to the Articles or without the consent of the shareholders' general meeting or the Board of Directors;</p> <p>(V) not to conclude any contract or conduct any transaction with the Bank counter to the Articles or without the consent of the shareholders' general meeting;</p> <p>(VI) without the consent of the shareholders' general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Bank, or conduct for themselves or others any businesses similar to those of the Bank;</p>

No.	Original Articles	Amended Articles
	<p>(VII) not to take as their own any commission for any transaction with the Bank;</p> <p>(VIII) not to disclose any secret of the Bank;</p> <p>(IX) not to use their connected relations to damage the interests of the Bank;</p> <p>(X) other obligations of loyalty prescribed by laws and regulations and the Articles.</p> <p>Earnings obtained by directors in violation of the provisions herein shall belong to the Bank, and such shareholders shall be liable for compensation for any loss incurred to the Bank.</p>	<p>(VII) not to take as their own any commission for any transaction with the Bank;</p> <p>(VIII) not to disclose any secret of the Bank;</p> <p>(IX) <b>disclose the information of related parties truthfully, accurately and completely to the Board of Directors, and undertake to report any change of association relationship and acting in concert relationship to the Board of Directors in a timely manner whenever it occurs,</b> not to use their connected relations to damage the interests of the Bank;</p> <p>(X) other obligations of loyalty prescribed by laws and regulations and the Articles.</p> <p>Earnings obtained by directors in violation of the provisions herein shall belong to the Bank, and such shareholders shall be liable for compensation for any loss incurred to the Bank.</p>
43.	<p>Article 157 Directors shall observe laws and regulations and the Articles, and fulfil the following obligations of diligence:</p> <p>(I) to exercise the rights conferred by the Bank with due discretion, care and diligence to <del>ensure</del> the business operations of the Bank comply with laws and regulations and state economic policies, not beyond the business scope specified in the business license of the Bank;</p> <p>(H) to treat all shareholders impartially;</p>	<p>Article 159 Directors shall observe laws and regulations and the Articles, and fulfil the following obligations of diligence:</p> <p>(I) to exercise the rights conferred by the Bank with due discretion, care and diligence, <b>fulfill the obligations of honesty and diligence to the Bank, perform duties with due diligence, and ensure sufficient time and energy performing duties to ensure</b> the business operations of the Bank comply with laws and regulations and state economic policies, not beyond the business scope specified in the business license of the Bank;</p>



No.	Original Articles	Amended Articles
	<p><del>(II) to keep informed of the business operations and management of the Bank;</del></p> <p><del>(IV) to sign written confirmations of the regular reports issued by the Bank and to ensure the information disclosed by the Bank is true, accurate and complete;</del></p> <p><del>(V) to honestly provide the Board of Supervisors with relevant information, and not prevent the Board of Supervisors or supervisors from exercising their functions and powers;</del></p> <p><del>(VI) to keep informed of and following the situation of the Bank and to provide opinions and suggestions for affairs of the Bank through the Board of Directors and its special committees;</del></p> <p><del>(VII) to exercise personally the discretion vested in them and not to allow themselves to be controlled by others and, save as permitted by laws and regulations or with the informed consent of shareholders given at a shareholders' general meeting, not to transfer the exercise of their discretion to others;</del></p> <p><del>(VIII) to attend training as required to learn about rights and obligations of directors, be familiar with relevant laws and regulations and master necessary related knowledge;</del></p> <p><del>(IX) to fulfil other obligations of diligence stipulated bylaws and regulations and the Articles.</del></p>	<p><b>(II) to continuously pay attention to the operation and management status of the Bank, and have the right to require the senior management to provide relevant materials reflecting the operation and management status of the Bank in a comprehensive, timely and accurate manner or to give explanations on relevant issues;</b></p> <p><b>(III) to be accountable to the Bank and all shareholders when performing their duties, to keep informed of the business operations and management of the Bank;</b></p> <p><b>(IV) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</b></p> <p><b>(V) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;</b></p> <p><b>(VI) to take responsibility for the resolutions of the Board of Directors;</b></p> <p><b>(VII) to supervise the implementation of the resolutions of the Shareholders' general meeting and the Board of Directors by the senior management;</b></p> <p><b>(VIII) to sign written confirmations of the regular reports issued by the Bank and to ensure the information disclosed by the Bank is true, accurate and complete;</b></p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
		<p>(IX) to honestly provide the Board of Supervisors with relevant information, and not prevent the Board of Supervisors or supervisors from exercising their functions and powers;</p> <p>(X) to keep informed of and following the situation of the Bank and to provide opinions and suggestions for affairs of the Bank through the Board of Directors and its special committees;</p> <p>(XI) to exercise personally the discretion vested in them and not to allow themselves to be controlled by others and, save as permitted by laws and regulations or with the informed consent of shareholders given at a shareholders' general meeting, not to transfer the exercise of their discretion to others;</p> <p><b>(XII) Actively participate in trainings organized by the Bank and regulatory authorities to learn about rights and obligations of directors, be familiar with relevant laws and regulations and regulatory requirements, and continuously expertise and capabilities;</b></p> <p>(XIII) to fulfil other obligations of diligence stipulated by laws and regulations, <b>provisions of the securities regulatory authorities of the place where the Bank's shares are listed</b> and the Articles.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
44.	<p>Article 158 The method and procedure for nominating directors are:</p> <p>(I) The Remuneration and Nomination Committee of the Board of Directors can nominate candidates for directors according to the number of directors to be elected to the extent of the number specified by the Articles; shareholders individually or jointly holding above 3% of the Bank’s total shares in issue with voting rights can also nominate candidates for directors to the Board of Directors. Directors shall be elected at the shareholders’ general meeting of the Bank. Employee directors shall be elected and removed by the employees through the democratic process.</p> <p>(II) See Article 169 of the Articles for the rights of nomination of independent directors.</p>	<p>Article 160 The method and procedure for nominating directors are:</p> <p>(I) The Remuneration and Nomination Committee of the Board of Directors can nominate candidates for <b>Non-independent</b> directors according to the number of directors to be elected to the extent of the number specified by the Articles; shareholders individually or jointly holding above 3% of the Bank’s total shares in issue with voting rights can also nominate candidates for <b>Non-independent</b> directors to the Board of Directors. Directors shall be elected at the shareholders’ general meeting of the Bank. Employee directors shall be elected and removed by the employees through the democratic process.</p> <p>(II) See Article 171 of the Articles for the rights of nomination of independent directors.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
45.	<p>Article 159 <del>Directors shall attend in person at least two thirds of meetings of the Board of Directors once a year. If a director fails to attend meetings of the Board of Directors, either in person or by authorizing another director on his/her behalf, for two consecutive meetings, or attends less than two thirds of the meetings of the Board of Directors in person in a year, he/she shall be deemed as failing to perform his/her duties. The Board of Directors shall propose at the shareholders' general meeting to replace him/her.</del></p> <p><del>Non-executive directors (including independent directors) shall work at least 15 working days per year in the Bank. Directors in charge of the Audit Committee, Connected Transactions Control Committee and Risk Management Committee shall work at least 25 working days per year in the Bank.</del></p>	<p>Article 161 If a director fails to attend meetings of the Board of Directors, either in person or by authorizing another director on his/her behalf, for two consecutive meetings, or attends less than two thirds of the meetings of the Board of Directors in person in a year, he/she shall be deemed as failing to perform his/her duties. The Board of Directors shall propose at the shareholders' general meeting to replace him/her.</p>

No.	Original Articles	Amended Articles
46.	<p>Article 160 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors.</p> <p>Where the resignation of a director influences the normal operation of the Bank or causes the number of directors of the Bank’s Board of Directors to fall below the statutory minimum quorum, the director shall continue to perform the duties in accordance with laws and regulations and the provisions of the Articles before the newly appointed director assumes his/her office.</p> <p>Save as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p>	<p>Article 162 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors.</p> <p>Where the resignation of a director influences the normal operation of the Bank or causes the number of directors of the Bank’s Board of Directors to fall below the statutory minimum quorum <b>or less than two-thirds of the number specified in the Articles</b>, the director shall continue to perform the duties in accordance with laws and regulations and the provisions of the Articles before the newly appointed director assumes his/her office. <b>Directors who are undergoing significant risk disposal shall not resign without the approval of the regulatory authorities.</b></p> <p>Save as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p> <p><b>The powers of the Board of Directors shall be exercised by the Shareholders’ general meeting until the number of directors meets the requirements when the membership of the Board is lower than the minimum number specified in the Company Law or the minimum number required for voting by the Board of Directors due to the dismissal 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.</b></p>

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No.	Original Articles	Amended Articles
47	<p>Article 166 Independent directors of the Bank are directors who do not hold any positions in the Bank other than as director and do not maintain with the Bank and its <del>substantial</del> shareholders a connection which may possibly hamper their independent and objective judgments.</p>	<p>Article 168 Independent directors of the Bank are directors who do not hold any positions in the Bank other than as director and do not maintain with the Bank, its shareholders and <b>effective controllers</b> a connection which may possibly hamper their independent and objective judgments <b>to the Bank's affairs.</b></p>
48	<p>Article 167 An independent director shall possess high professional quality and good reputation and at the same time meet the following requirements:</p> <p>(I) Being qualified to serve as a director of the Bank pursuant to laws, regulations, provisions of the regulatory authority of the locality in which the Bank's shares are listed and the Articles;</p> <p>(II) Performing duties independently without being influenced by the Bank's major shareholders, effective controllers and other units or persons having interest relations with the Bank;</p> <p>(III) Having a bachelor degree or above, or senior vocational titles of relevant professions or above;</p> <p>(IV) Having above five (5) years' experience in law, economics, finance, accounting or other work experience in favour of performing the duties of an independent director;</p> <p>(V) Being familiar with the operation and management of a commercial bank and relevant laws and regulations;</p>	<p>Article 169 An independent director shall possess high professional quality and good reputation and at the same time meet the following requirements:</p> <p>(I) Being qualified to serve as a director of the Bank pursuant to laws, regulations, provisions of the regulatory authority of the locality in which the Bank's shares are listed and the Articles;</p> <p>(II) Performing duties independently without being influenced by the Bank's major shareholders, effective controllers, <b>senior management</b> and other units or persons having interest relations with the Bank;</p> <p>(III) Having a bachelor degree or above, or senior vocational titles of relevant professions or above;</p> <p>(IV) Having above five (5) years' experience in law, economics, finance, accounting or other work experience in favour of performing the duties of an independent director;</p> <p>(V) Being familiar with the operation and management of a commercial bank and relevant laws and regulations;</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
	<p>(VI) Being able to use credit reports, statistical statements and financial statements of commercial banks to make judgement on management and risk situation of the financial institutions;</p> <p>(VII) Understanding the corporate governance structure, the Articles of Association and the duties and responsibilities of the Board of the Bank;</p> <p>(VIII) Making a statement to the Board of Directors before taking office to ensure that he/she has sufficient time and energy to effectively perform duties and undertake that he/she will observe the obligation of honesty and be diligent;</p> <p><del>(IX)</del>—Being an expert in legal, economic and accounting issues, and in compliance with the requirements of relevant laws and regulations.</p>	<p>(VI) Being able to use credit reports, statistical statements and financial statements of commercial banks to make judgement on management and risk situation of the financial institutions;</p> <p>(VII) Understanding the corporate governance structure, the Articles of Association and the duties and responsibilities of the Board of the Bank;</p> <p>(VIII) Making a statement to the Board of Directors before taking office to ensure that he/she has sufficient time and energy to effectively perform duties and undertake that he/she will observe the obligation of honesty and be diligent;</p> <p><b>(IX) Independent directors shall perform their duties faithfully, independently and diligently, and earnestly safeguard the legitimate rights and interests of the Bank, financial consumers and minority shareholders;</b></p> <p><b>(X) Keeping the Bank’s secrets in addition to reporting relevant information to the regulatory authorities pursuant to the requirements.</b></p> <p>(XI) Being an expert in legal, economic and accounting issues, and in compliance with the requirements of relevant laws and regulations.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
49.	<p>Article 169 The Remuneration and Nomination Committee of the Board of Directors and shareholders individually or jointly holding over 1% of the Bank's shares with voting rights may nominate candidates for independent directors to the Board of Directors. The independent directors shall be elected by the general meeting. A shareholder who has already nominated a candidate for director shall not nominate any candidate for independent director. The term of office of independent directors is the same as that of other directors.</p>	<p>Article 171 The Remuneration and Nomination Committee of the Board of Directors, <b>the Board of Supervisors</b> and shareholders individually or jointly holding over 1% of the Bank's shares with voting rights may nominate candidates for independent directors to the Board of Directors. The independent directors shall be elected by the general meeting. A <b>non-independent</b> shareholder who has already nominated a candidate for director <b>and his/her related parties</b> shall not nominate any candidate for independent director. The term of office of independent directors is the same as that of other directors.</p>
50.	<p>Article 170 An independent director may serve a consecutive term upon re-election. An independent director shall serve a cumulative term of at most six years in the Bank, and shall not hold <del>positions</del> in more than two commercial banks at the same time.</p>	<p>Article 172 An independent director may serve a consecutive term upon re-election. <b>An independent director shall serve a cumulative term of at most six years in the Bank. An independent director shall ensure sufficient time and energy to perform duties in an effective manner, where a natural person concurrently serves as an independent director in five domestic and overseas enterprises and serves as an independent director in a banking and insurance institution, the relevant institution shall not have a related party relationship and there is no conflict of interest, and shall not serve as an independent director in more than two commercial banks at the same time.</b></p>



APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
51.	<p data-bbox="336 246 836 715">Article 174 An independent director may resign before his/her term of office expires. The shareholders' general meeting may authorize the Board of Directors to decide whether or not to approve an independent director's resignation. Before the shareholders' general meeting or the Board of Directors approves an independent director's resignation, the said independent director shall continue to perform his/her duties.</p> <p data-bbox="336 761 836 1112">An independent director shall submit a written resignation to the Board of Directors and submit a written statement to the most recent general meeting to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the shareholders and creditors.</p> <p data-bbox="336 1159 836 1434">If the resignation of an independent director causes <del>the number</del> of independent directors in the Board of Directors to <del>fall short of the quorum</del>, the resignation of the independent director shall not become effective until the successor fills up the vacancy.</p>	<p data-bbox="855 246 1356 715">Article 173 An independent director may resign before his/her term of office expires. The shareholders' general meeting may authorize the Board of Directors to decide whether or not to approve an independent director's resignation. Before the shareholders' general meeting or the Board of Directors approves an independent director's resignation, the said independent director shall continue to perform his/her duties.</p> <p data-bbox="855 761 1356 1112">An independent director shall submit a written resignation to the Board of Directors and submit a written statement to the most recent general meeting to specify any circumstances related to the resignation or any fact that he/she believes necessary to draw the attention of the shareholders and creditors.</p> <p data-bbox="855 1159 1356 1519">If the resignation of an independent director causes <b>the proportion of independent directors in the Board of Directors to less than one third</b>, the resignation of the independent director shall not become effective until the successor fills up the vacancy, <b>except for resignation and removal due to loss of independence.</b></p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
52.	<p>Article 173 Independent directors shall give objective, fair and independent opinions on the matters discussed by the shareholders' general meeting or Board of Directors of the Bank. Especially, they shall give opinions to the Board of Directors or shareholders' general meeting in relation to the following matters:</p> <p>(I) <del>Legality and fairness of</del> Material related (connected) transactions;</p> <p>(II) Profit distribution plans;</p> <p>(III) Appointment or removal of senior management personnel;</p> <p>(IV) <del>Matters which may prejudice the legitimate rights and interests of depositors, minority shareholders and other stakeholders;</del></p> <p>(V) <del>Matters which may cause material losses to the Bank;</del></p> <p>(VI) Nomination, appointment and removal of directors;</p> <p>(VII) Remunerations of directors and senior management personnel;</p> <p>(VIII) <del>Appointment of external auditors;</del></p> <p>(IX) Other matters stipulated by laws, regulations, listing rules of the stock exchange at the place where the Bank's shares are listed or the Articles.</p>	<p>Article 175 Independent directors shall give objective, fair and independent opinions on the matters discussed by the shareholders' general meeting or Board of Directors of the Bank. Especially, they shall give opinions to the Board of Directors or shareholders' general meeting in relation to the following matters:</p> <p>(I) Material related (connected) transactions;</p> <p>(II) Nomination, appointment and dismissal of directors and appointment and removal of senior management;</p> <p>(III) Remunerations of directors and senior management personnel;</p> <p>(IV) Profit distribution plans;</p> <p><b>(V) Appointment or dismissal of accounting firm that provides regular statutory audit on financial reports of the Bank;</b></p> <p><b>(VI) Other matters that may materially affect the legitimate rights and interests of the Bank, depositors, minority shareholders, financial consumers and other stakeholders;</b></p> <p>(VII) Other matters stipulated by laws, regulations, listing rules of the stock exchange at the place where the Bank's shares are listed or the Articles.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
53.	<p>Article 175–To ensure the effective performance of duties by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(I) The Bank shall ensure that independent directors have the same information right as other directors;</p> <p>(II) The Bank shall provide necessary working conditions for independent directors to perform duties;</p> <p>(III) When the independent directors exercise their duties, the secretary to the Board of Directors and other relevant personnel of the Bank shall cooperate positively;</p> <p>(IV) The reasonable expenses incurred from engaging intermediary institutions and reasonable expenses required for duty performance by independent directors shall be borne by the Bank.</p>	<p>Article 177 To ensure the effective performance of duties by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(I) The Bank shall ensure that independent directors have the same information right as other directors, <b>to provide the independent directors with the necessary information to participate in decision-making in a timely and complete manner;</b></p> <p>(II) The Bank shall provide necessary working conditions for independent directors to perform duties;</p> <p>(III) When the independent directors exercise their duties, the secretary to the Board of Directors and other relevant personnel of the Bank shall cooperate positively;</p> <p>(IV) The reasonable expenses incurred from engaging intermediary institutions and reasonable expenses required for duty performance by independent directors shall be borne by the Bank.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
54.	<p>Article 177-The Board of Directors and the Board of Supervisors may propose to the shareholders’ general meeting to remove an independent director in any of the following circumstances:</p> <p>(I) Gross neglect of duty;</p> <p>(II) Be unqualified for an independent director and fail to submit a resignation in person;</p> <p>(III) Failing to attend in person <del>or authorize another independent director to attend meetings of the Board of Directors for two consecutive times, or attending less than two thirds of the meetings of the Board of Directors in person within a year;</del></p> <p>(IV) Other circumstances where an independent director of the Bank is no longer fit for the position according to the provisions of laws, regulations, listing rules of the stock exchange at the place where the Bank’s shares are listed or the Articles.</p>	<p>Article 179 The Board of Directors and the Board of Supervisors may propose to the shareholders’ general meeting to remove an independent director in any of the following circumstances:</p> <p>(I) Gross neglect of duty;</p> <p>(II) Be unqualified for an independent director and fail to submit a resignation in person;</p> <p>(III) Failing to attend <del>attend</del> <b>meetings of the Board of Directors in person for three</b> consecutive times;</p> <p>(IV) Other circumstances where an independent director of the Bank is no longer fit for the position according to the provisions of laws, regulations, listing rules of the stock exchange at the place where the Bank’s shares are listed or the Articles.</p>
55.	<p>Article 180 The Bank shall have a Board of Directors, comprising executive directors and non-executive directors (including independent directors). The Board of Directors shall be accountable to the shareholders’ general meeting.</p> <p>Executive directors refer to <del>directors who also hold other positions as senior management personnel in addition to directors in the Bank.</del> Non-executive directors refer to <del>directors who do not hold positions as senior management personnel in the Bank.</del></p>	<p>Article 182 The Bank shall have a Board of Directors, comprising executive directors and non-executive directors (including independent directors). The Board of Directors shall be accountable to the shareholders’ general meeting.</p> <p>Executive directors refer to <b>directors who, in addition to serving as directors, also assume the responsibilities of senior management of the Bank.</b> Non-executive directors refer to <b>directors who do not hold any position in the Bank other than that of directors and do not assume the responsibilities of senior management.</b></p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
56.	<p>Article 184-The Board of Directors of the Bank shall be composed of <del>thirteen (13) to nineteen (19)</del> directors. In particular, the number of independent directors shall be at least three and at least one third of the total number of directors. Moreover, there shall be at least one person who has appropriate professional qualifications, or appropriate accounting or relevant financial management expertise. The number of Directors who are also president or other senior management and Directors being representatives of the employees shall not exceed 50% of the total number of Directors of the Bank.</p>	<p>Article 183 The Board of Directors of the Bank shall be composed of <b>eleven (11) to fifteen (15)</b> directors. In particular, the number of independent directors shall be at least three and at least one third of the total number of directors. Moreover, there shall be at least one person who has appropriate professional qualifications, or appropriate accounting or relevant financial management expertise. The number of Directors who are also president or other senior management and Directors being representatives of the employees shall not exceed 50% of the total number of Directors of the Bank.</p>
57.	-	<p><b>Article 184 The Board of Directors of the Bank shall have one (1) chairman and one (1) vice chairman. The chairman and vice chairmen shall be directors and shall be elected and removed by more than half of all the directors.</b></p> <p><b>The chairman and president of the Bank shall be different persons.</b></p>
58.	-	<p><b>Article 185 The chairman shall not be the legal representative or main person in charge of the controlling shareholder. When the chairman leaves office, the competent authorities shall engage an external auditor recognized by the banking regulatory authority to conduct off-office auditing.</b></p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
59.	-	<p><b>Article 186 The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his duties, such duties shall be performed by the vice chairman. If the vice chairman is unable or fails to perform his duties, a director shall be elected jointly by more than half of the directors to perform such duties.</b></p>
60.	<p>Article 183 The Board of Directors shall be accountable to the shareholders' general meeting and bear ultimate responsibility for operation, management and equity management of the Bank. The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the shareholders' general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p><del>(III) Working out the development strategies of the Bank, supervising the implementation thereof, and regularly evaluating the implementation of the strategic plan;</del></p> <p><del>(IV) Deciding on the operational plans, investment plans and risk capital allocation plans of the Bank;</del></p> <p><del>(V) Working out annual financial budget plans, final account plans and investment plans of the Bank;</del></p>	<p>Article 188 The Board of Directors shall be accountable to the shareholders' general meeting and bear ultimate responsibility for operation, management and equity management of the Bank. The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the shareholders' general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p><b>(III) Deciding on the operational plans and investment plans of the Bank;</b></p> <p><b>(IV) Working out annual financial budget plans, and final account plans of the Bank;</b></p> <p><b>(V) Working out profit distribution plans and loss recovery plans of the Bank;</b></p>

No.	Original Articles	Amended Articles
	<p><del>(VI) Working out profit distribution plans and loss recovery plans of the Bank;</del></p> <p><del>(VII) Formulating proposals for increases in or reductions of registered share capital of the Bank and proposals for repurchase of the Bank's shares;</del></p> <p><del>(VIII) Formulating proposals for issuance of bonds or other securities and listing plans;</del></p> <p><del>(IX) Formulating proposals for material acquisitions, purchase of the Bank's shares, merger, division, dissolution and change of corporate form of the Bank;</del></p> <p><del>(X) Deciding on the establishment of the internal management departments, tier-one branches and specialized institutions of the Bank;</del></p> <p><del>(XI) Appointing or removing the president and the secretary to the Board of Directors of the Bank; appointing or removing senior management personnel, including vice presidents and finance officers of the Bank, based on the recommendations of the president, and other persons (including but not limited to assistant to the president, chief auditor, chief accountant, chief information officer, chief risk officer, chief compliance officer and officer in charge of the audit department) that shall be appointed or removed by the Board of Directors according to relevant laws, regulations and the Articles; and deciding on matters relating to their emoluments and awards or punishments;</del></p>	<p><b>(VI) Deciding on the establishment of the internal management departments, tier-one branches and specialized institutions of the Bank;</b></p> <p><b>(VII) Formulating proposals for increases in or reductions of registered share capital, issuance of bonds or other securities and listing plans;</b></p> <p><b>(VIII) Formulating proposals for material acquisitions, purchase of the Bank's shares, merger, division, dissolution and change of corporate form of the Bank;</b></p> <p><b>(IX) Appointing or dismissing senior management personnel, and deciding on their remuneration, rewards and punishments, and supervising the performance of duties by senior management in accordance with regulatory provisions;</b></p> <p><b>(X) Considering and approving the Bank's external investment, asset purchase, asset disposal and write-off, asset mortgage, related transactions, data management, and external donations in accordance with laws and regulations, regulatory provisions and the Articles of Association of the Bank;</b></p> <p><b>(XI) Formulating the development strategies of the Bank, and supervising the implementation of the strategies;</b></p>

No.	Original Articles	Amended Articles
	<p><del>(XII) Establishing the basic management system of the Bank;</del></p> <p><del>(XIII) Formulating proposals for any amendment to the Articles, rules of procedures of shareholders' general meetings and rules of procedures of meetings of the Board of Directors;</del></p> <p><del>(XIV) Reviewing the compliance policies of the Bank and monitoring their implementation, being ultimately responsible for the compliance of the Bank's operation;</del></p> <p><del>(XV) Establishing risk culture, being ultimately responsible for the integrated risk management, deciding on the risk preference, risk tolerance, risk management policies and internal control policies of the Bank's parent company and the Group, and supervising the implementation thereof;</del></p> <p><del>(XVI) Examining and approving the stress test policies, reviewing the stress test reports which have material influence upon accreditation by the senior management, learning about the key assumptions of stress test, paying attention to the results of stress test and influence thereof, considering the subsequent major improvement measures, learning about the risk mitigation effect of improvement measures and taking into account the results of stress test in determining the Bank's risk preference and risk management objectives;</del></p>	<p><b>(XII) Formulating the capital planning of the Bank, and assuming the ultimate responsibility for capital or solvency management;</b></p> <p><b>(XIII) Formulating the risk tolerance, risk management and internal control policies of the Bank, and assuming the ultimate responsibility for overall risk management of the Bank;</b></p> <p><b>(XIV) Being responsible for the disclosure of information of the Bank, and bearing ultimate responsibility for the authenticity, accuracy, completeness and timeliness of the Bank's accounting and financial report;</b></p> <p><b>(XV) Regularly evaluating and improving the corporate governance;</b></p> <p><b>(XVI) Establishing the basic management system of the Bank; formulating proposals for any amendment to the Articles, formulating the rules of procedures for shareholders' general meetings and rules of procedures of meetings of the Board of Directors, and examining and approving the rules for the work of the special committee of the Board of Directors;</b></p> <p><b>(XVII) Proposing to the shareholders' general meeting the appointment or dismissal of the accounting firm that conducts regular statutory audit of the Bank's financial reports;</b></p>



No.	Original Articles	Amended Articles
	<p><del>(XVII) Examining and approving liquidity risk preference (which shall be considered at least once a year), liquidity risk management strategies and major policies and procedures; continuously paying attention to liquidity risk profile, regularly obtaining a liquidity risk report, and timely learning about liquidity risk level, management status and material changes thereof; examining and approving the disclosure contents of liquidity risk information and ensuring the truthfulness and accuracy of the information disclosed;</del></p> <p><del>(XVIII) Ensuring the Bank establishes and implements a complete and effective internal control system and conducts prudent operation within the legal and policy framework; defining and setting the risk level acceptable by the Bank and ensuring the senior management takes necessary risk control measures; and supervising the senior management in monitoring and evaluating the completeness and effectiveness of the internal control system;</del></p> <p><del>(XIX) Establishing an information disclosure system of the Bank, managing the disclosure of information of the Bank, bearing ultimate responsibility for the completeness, accuracy and timeliness of the Bank's accounting and financial report system; and examining and approving the Bank's annual report;</del></p>	<p><b>(XVIII) Safeguarding the legitimate rights and interests of financial consumers and other stakeholders;</b></p> <p><b>(XIX) Establishing the identification, investigation and management mechanism for conflicts of interest between the Bank and shareholders especially substantial shareholders;</b></p> <p><b>(XX) Taking responsibility for the management of shareholders' affairs;</b></p> <p><b>(XXI) Listening to the work report of senior management personnel and examining their work, supervising and ensuring the senior management personnel's effective performance of management duties;</b></p> <p><b>(XXII) Listening to the senior management's opinions on the supervision of the regulatory authorities, management suggestions put forward by the external auditors, etc.;</b></p> <p><b>(XXIII) Evaluating the duty performance of directors and senior management personnel;</b></p> <p><b>(XXIV) Exercising any other functions and powers prescribed by the laws, regulations, listing rules of the stock exchange at the place where the Bank's shares are listed or the Articles and authorized by the shareholders' general meeting.</b></p>

No.	Original Articles	Amended Articles
	<p><del>(XX) Proposing to the shareholders' general meetings the appointment, dismissal or non-reappointment of accounting firms providing audit services to the Bank;</del></p> <p><del>(XXI) Listening to the work report of senior management personnel and examining their work, supervising and ensuring the senior management personnel's effective performance of management duties;</del></p> <p><del>(XXII) Examining and approving the information technology strategies, evaluating the information technology and the overall effect and efficiency of risk management thereof; regularly listening to the senior management personnel's report on implementation of information technology strategies, budget and actual expenditure relating to information technology, and overall status of information technology; reviewing the annual report on risk management of information technology and submitting the report to the banking regulatory authorities;</del></p> <p><del>(XXIII) Examining and approving the strategic development plan, risk management system, range and relevant arrangements concerning outsourcing of information technology of the Bank, reviewing reports on outsourcing activities of information technology, regularly arranging internal audits, and ensuring the audit range covers all the outsourcing arrangements;</del></p>	<p><b>The Board shall make decisions for the above-mentioned matters. For those within the decision-making scope of "Three Importance and One Greatness" matters of the Bank, the Board shall take advice and suggestions from the Party committee of the Bank in advance.</b></p> <p><b>The duties and powers of the Board of Directors shall be collectively exercised by the Board of Directors. In principle, the duties and powers of the Board of Directors stipulated in the Company Law shall not be delegated to the chairman, directors, other institutions or individuals. If it is indeed necessary to authorize certain specific decision-making matters, it shall be carried out in accordance with the law by means of resolutions of the Board of Directors. Authorization shall be granted on a case-by-case basis, and the duties and powers of the Board of Directors shall not be generally or permanently delegated to other institutions or individuals for exercise.</b></p>

No.	Original Articles	Amended Articles
	<p><del>(XXIV) Working out the policies and goals of data quality management of the Bank, and regularly evaluating the effectiveness and implementation thereof;</del></p> <p><del>(XXV) Regularly evaluating and improving the Bank's corporate governance;</del></p> <p><del>(XXVI) Formulating capital plans and being ultimately responsible for capital management; reviewing and approving capital management rules and capital adequacy ratio management plans, deliberating on capital adequacy ratio management reports and internal capital adequacy assessment reports, and hearing audit reports on capital adequacy ratio management and implementation of the internal capital adequacy assessment process; examining and approving capital adequacy ratio information disclosure policies, procedures and content, and ensuring the truth, accuracy and integrity of disclosed information;</del></p> <p><del>(XXVII) Working out professional norms and value criteria for itself and the senior management to observe;</del></p> <p><del>(XXVIII) Working out strategies, policies and goals for consumer protection relating to the Bank, supervising the senior management in implementation thereof, safeguarding the legitimate rights and interests of the depositors and other stakeholders; supervising and evaluating the completeness, timeliness and effectiveness of the Bank's consumer protection, and the senior management's duty performance;</del></p>	

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
	<p data-bbox="336 242 831 470"><del>(XXIX) Establishing the identification, investigation and management mechanism for conflicts of interest between the Bank and shareholders especially substantial shareholders;</del></p> <p data-bbox="336 523 831 832"><del>(XXX) Creating a favorable internal control culture, supervising the senior management personnel in working out relevant policies, procedures and measures, constantly paying attention to internal control of the Bank, and managing the whole process of risks;</del></p> <p data-bbox="336 885 831 1112"><del>(XXXI) Working out a case prevention and control management system in line with the Bank's risk management, asset size and business complexity, and effectively monitoring, forewarning and disposing of risk cases;</del></p> <p data-bbox="336 1166 831 1634"><del>(XXXII) Examining and approving the Bank's business continuity management strategies, policies and procedures, the senior management's duties for business continuity management, regularly listening to the senior management's report on business continuity management, monitoring and evaluating their duty performance, and examining and approving the annual audit report on business continuity management;</del></p> <p data-bbox="336 1687 831 1832"><del>(XXXIII) Examining or approving the qualifications of the Bank's shareholders, and filing application of equity transfer and pledge;</del></p>	

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
	<p><del>(XXXIV) Evaluating the duty performance of directors and senior management personnel;</del></p> <p><del>(XXXV) Working out a capital adequacy target in line with the Bank's development strategies, examining and approving the internal capital adequacy procedures of the Bank, ensuring the capital's full coverage of major risks; examining, approving and supervising the implementation of capital plans so as to meet the Bank's needs for continuous operation and contingent capital supplement;</del></p> <p><del>(XXXVI) Listening to the senior management's opinions on the supervision of the regulatory authorities, management suggestions put forward by the external auditors, evaluation reports of the Board of Directors and the Board of Supervisors, etc.;</del></p> <p><del>(XXXVII) Working out the Bank's consolidated management policies, supervising their implementation in the Bank and various subsidiaries; examining, approving and supervising material events concerning consolidated management and supervising their implementation; considering the Bank's consolidated management and corporate governance and operation of major subsidiaries; and supervising and ensuring the senior management's effective performance of consolidated management duty;</del></p>	

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
	<p><del>(XXXVIII) Working out the Bank's strategic objectives for green credit, examining and approving the senior management's report on implementation of green credit, supervising and evaluating the implementation of development strategies for green credit of the Bank;</del></p> <p><del>(XXXIX) Examining and approving material related (connected) transactions;</del></p> <p><del>(XL) Exercising any other functions and powers prescribed by the laws, regulations, listing rules of the stock exchange at the place where the Bank's shares are listed or the Articles and authorized by the shareholders' general meeting.</del></p> <p><del>The Board shall make decisions for the above-mentioned matters. For those within the scope of major issues involving decision-making of the Party committee of the Bank, the Board shall take advice and suggestions from the Party committee of the Bank in advance.</del></p>	
61.	<p><del>Article 184 The Board of Directors shall timely discuss and decide on the matters submitted by the senior management and needing to be approved by the Board of Directors.</del></p>	-
62.	<p><del>Article 187 The Board of Directors shall determine the right relating to external investment, asset purchase and sale, asset disposal, asset write-off, asset mortgage, external guarantees, consigned financial management, related (connected) transactions and external donation, and shall establish strict examination and decision-making procedures; and organize relevant experts and professionals to make assessments on material investment projects and report to the shareholders' general meeting the matters needing to be reported to the shareholders' general meeting for approval according to the Articles.</del></p> <p><del>The specific rules of procedure are set out in the rules of procedure of meetings of the Board of Directors and other relevant provisions.</del></p>	-

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
63.	<p>Article 191 The chairman shall perform the following duties and powers:</p> <p>(I) To preside over shareholders' general meetings, and convene and preside over the meetings of the Board of Directors;</p> <p>(II) To supervise and examine the execution of resolutions of the Board of Directors;</p> <p><del>(III) To sign certificates of shares, bonds and others securities of the Bank;</del></p> <p>(IV) To sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;</p> <p>(V) In the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and subsequently report such disposition to the Board of Directors and the shareholders' general meeting;</p> <p><del>(VI) To examine and approve adjustment of general items in the total amount of annual investment plan approved by the Board of Directors;</del></p> <p><del>(VII) To examine and approve the Bank's filing application of equity pledge based on the authorization by the Board of Directors;</del></p> <p>(VIII) To exercise other duties and powers of a legal representative;</p> <p>(IX) To exercise other duties and powers conferred by the Board of Directors.</p>	<p>Article 191 The chairman shall perform the following duties and powers:</p> <p>(I) To preside over shareholders' general meetings, and convene and preside over the meetings of the Board of Directors;</p> <p>(II) To supervise and examine the execution of resolutions of the Board of Directors;</p> <p>(III) To sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;</p> <p>(IV) To exercise other duties and powers of a legal representative;</p> <p><b>(V) To nominate the secretary of the Board of Directors;</b></p> <p>(VI) In the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant legal provisions, and subsequently report such disposition to the Board of Directors and the shareholders' general meeting;</p> <p>(VII) To exercise other duties and powers conferred by the Board of Directors.</p>

**APPENDIX VIII      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
64.	<p>Article 194 <del>The Board of Directors shall hold at least one regular meeting every quarter, which meeting shall be convened by the chairman. A written notice shall be sent to all directors and supervisors fourteen (14) days before the meeting, and the meeting agenda and relevant meeting documents shall be served to all directors three (3) days before the meeting.</del></p>	<p>Article 194 <b>The meetings of the Board of Directors shall be divided into regular meeting of the Board of Directors and interim meeting of the Board of Directors. The Board of Directors shall hold at least four (4) regular meetings each year, which shall be convened by the Chairman and notified to all the directors and supervisors fourteen (14) days prior to the meeting.</b></p>
65.	<p>Article 195 The chairman shall convene and preside over an interim meeting of the Board of Directors within ten (10) days in any of the following circumstances:</p> <p>(I) It is proposed by the shareholders representing more than one tenth of voting rights;</p> <p>(II) It is deemed necessary by the chairman;</p> <p>(III) It is proposed by more than one third of the directors;</p> <p>(IV) It is proposed by the Board of Supervisors;</p> <p>(V) It is proposed by more than <del>half</del> of the independent directors;</p> <p>(VI) It is proposed by the president of the Bank;</p> <p>(VII) It is required by the regulatory authority;</p> <p>(VIII) Other circumstances stipulated by laws, regulations and the Articles.</p>	<p>Article 195 The chairman shall convene and preside over an interim meeting of the Board of Directors within ten (10) days in any of the following circumstances:</p> <p>(I) It is proposed by the shareholders representing more than one tenth of voting rights;</p> <p>(II) It is deemed necessary by the chairman;</p> <p>(III) It is proposed by more than one third of the directors;</p> <p>(IV) It is proposed by the Board of Supervisors;</p> <p>(V) It is proposed by more than <b>two</b> independent directors;</p> <p>(VI) It is proposed by the president of the Bank;</p> <p>(VII) It is required by the regulatory authority;</p> <p>(VIII) Other circumstances stipulated by laws, regulations and the Articles.</p>



APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
66.	<p>Article 198 The meetings of the Board of Directors shall only be held when more than half of the directors attend the meeting. Save as otherwise specified in the Articles, resolutions made by the Board of Directors shall be approved by more than half of the directors.</p> <p>Resolutions of the Board of Directors shall be voted on as per “one person, one vote” system.</p> <p>Voting at the meetings of the Board of Directors may be conducted by means of meetings (including video meetings) or <del>communications</del>.</p> <p><del>The following conditions shall be met if voting is conducted by means of communications.</del></p> <p><del>(I) A notice about matters subject to voting by communication shall be served to all directors at least three (3) days before the voting and relevant background information and data helpful for the directors to make decisions shall be provided;</del></p> <p><del>(II) Voting by communication shall be conducted based on the principle of one vote for one matter and the directors shall not be required to cast only one vote on several matters;</del></p> <p><del>(III) Voting by communication shall be indeed necessary and the proposal for voting by communication shall specify the reasons for voting by communication and its compliance with the Articles;</del></p>	<p>Article 198 The meetings of the Board of Directors shall only be held when more than half of the directors attend the meeting. Save as otherwise specified in the Articles, resolutions made by the Board of Directors shall be approved by more than half of the directors.</p> <p>Resolutions of the Board of Directors shall be voted on as per “one person, one vote” system.</p> <p>Voting at the meetings of the Board of Directors may be conducted by means of meetings (including video meetings, <b>telephone meetings</b>) or <b>circulation of written resolution</b>.</p>

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APPENDIX VIII      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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No.	Original Articles	Amended Articles
	<p>(IV) <del>An effective time limit shall be specified for voting by communication. Any director who does not cast a vote within the specified effective time limit shall be deemed as absent from the meeting.</del></p>	

No.	Original Articles	Amended Articles
67.	<p>Article 199 If any director has connection with the enterprise involved in the resolution made at a meeting of the Board of Directors, the said director shall not vote on the said resolution for himself or on behalf of other director. The meeting of the Board of Directors may be held when more than half of the non-connected directors attend the meeting. The resolution made at the meeting of the Board of Directors shall be passed by more than half of the non-connected directors. If the number of non-related (connected) directors without material interests attending the meeting of the Board of Directors is less than three (3), the matter shall be submitted to the shareholders' general meeting for consideration. If the laws, administrative regulations, departmental rules, relevant regulatory authorities, the listing rules of the stock exchange at the place where the Bank's shares are listed and the Articles have other provisions, such provisions shall prevail.</p> <p>No director shall vote on the resolution of the Board of Directors regarding the contract or arrangement or any other suggestion where the director or any of his close associates (as defined under the Hong Kong Listing Rules) has material interests; when determining whether a quorum for the meeting is attained, such director shall not be counted as part of the quorum, save as otherwise stipulated (including but not limited to other special provisions of the Articles as approved by the SEHK) by laws, regulations, normative documents and provisions of the securities regulatory authority at the place where the Bank's shares are listed.</p>	<p>Article 199 If any director has connection with the enterprise involved in the resolution made at a meeting of the Board of Directors, the said director shall not vote on the said resolution for himself or on behalf of other director. The meeting of the Board of Directors may be held when more than half of the non-connected directors attend the meeting. The resolution made at the meeting of the Board of Directors shall be passed by more than half of the non-connected directors. If the number of non-related (connected) directors without material interests attending the meeting of the Board of Directors is less than three (3), the matter shall be submitted to the shareholders' general meeting for consideration. <b>Resolutions of material related party transactions shall be passed by more than two-thirds of non-connected directors.</b> If the laws, administrative regulations, departmental rules, relevant regulatory authorities, the listing rules of the stock exchange at the place where the Bank's shares are listed and the Articles have other provisions, such provisions shall prevail.</p> <p>No director shall vote on the resolution of the Board of Directors regarding the contract or arrangement or any other suggestion where the director or any of his close associates (as defined under the Hong Kong Listing Rules) has material interests; when determining whether a quorum for the meeting is attained, such director shall not be counted as part of the quorum, save as otherwise stipulated (including but not limited to other special provisions of the Articles as approved by the SEHK) by laws, regulations, normative documents and provisions of the securities regulatory authority at the place where the Bank's shares are listed.</p> <p><b>If a substantial shareholder (as defined under the Hong Kong Listing Rules) or a director has a conflict of interest in a matter to be considered by the meeting of the Board of Directors which the Board of Directors has determined to be material, the matter shall be dealt with through the convention of a meeting of the Board of Directors (other than a vote by circulation of a written resolution). Independent non-executive directors who and whose close associates have no material interest in the transaction shall be present at such meeting of the Board of Directors.</b></p>

No.	Original Articles	Amended Articles
68.	<p>Article 200 <del>A meeting of the Board of Directors may be held on-site or via telephone or video or by circulation of a written resolution.</del></p> <p>If a meeting of the Board of Directors is held via telephone or video, the Bank shall ensure that the directors present at the meeting can hear clearly the speeches by other directors and can communicate with each other. Meetings of the Board of Directors convened by such means shall be audio recorded or videotaped. If any director is unable to sign on the meeting minutes in real time, a verbal vote shall be used and the written signature shall be affixed as soon as possible. The verbal vote by a director shall have the same effect as the written signature, provided that there is no discrepancy between the opinions expressed by such director in completing the written signature subsequently and the opinions orally expressed by him during the meeting. If there is any inconsistency between the opinions expressed by such director in completing the written signature and the opinions orally expressed, the opinions orally expressed shall prevail.</p>	<p>Article 200 <b>The bank shall record the on-site meetings of the board of directors by means of audio recording and video recording.</b> If a meeting of the Board of Directors is held via telephone or video, the Bank shall ensure that the directors present at the meeting can hear clearly the speeches by other directors and can communicate with each other. Meetings of the Board of Directors convened by such means shall be audio recorded or videotaped. If any director is unable to sign on the meeting minutes in real time, a verbal vote shall be used and the written signature shall be affixed as soon as possible. The verbal vote by a director shall have the same effect as the written signature, provided that there is no discrepancy between the opinions expressed by such director in completing the written signature subsequently and the opinions orally expressed by him during the meeting. If there is any inconsistency between the opinions expressed by such director in completing the written signature and the opinions orally expressed, the opinions orally expressed shall prevail.</p>

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No.	Original Articles	Amended Articles
	<p>If a meeting of the Board of Directors is convened by means of circulation of a written resolution, namely by serving the resolutions for review individually or by circulating the resolutions among the directors for review, the directors or other directors appointed by them shall express their opinions for or against the resolution clearly in writing. Once the number of directors who sign in favour reaches the quorum for a resolution as required by the Articles, the proposal shall become a resolution of the Board of Directors.</p>	
69.	<p>Article 201 <del>Directors shall attend meetings of the Board of Directors in person. If a director cannot attend the meeting due to certain reasons, he/she may appoint another director in writing to attend on behalf. The power of attorney shall state the name of the proxy, the relevant matters, the scope of authorization and the validity period, and shall be signed by the appointer or a chop shall be affixed. A director attending a meeting on another director's behalf shall exercise the director's rights within the scope of authorization. If a director fails to attend a meeting of the Board of Directors and does not appoint a proxy to act on his behalf, the said director shall be deemed as having waived his right to vote at the meeting.</del></p>	<p><b>Article 201 Directors shall attend meetings of the Board of Directors in person. If a director cannot attend the meeting due to certain reasons, he/she may appoint another director in writing to attend on behalf. The power of attorney shall state the name of the proxy, the relevant matters, the scope of authorization and the validity period, and shall be signed by the appointer or a chop shall be affixed. A director attending a meeting on another director's behalf shall exercise the director's rights within the scope of authorization. The appointer appoints other directors to attend the meeting of the Board of Directors on his/her behalf, and the appointer shall independently bear legal responsibilities for the decisions made by the him/her within the scope of authorization.</b></p>

No.	Original Articles	Amended Articles
		<p data-bbox="858 242 1353 391"><b>When a director authorizes other director or is authorized to attend the meeting of the Board of Directors, the following principles shall be followed:</b></p> <p data-bbox="858 442 1353 710"><b>(I) When considering connected transactions, the non-connected directors shall not authorize the connected directors to attend the meeting, while the connected directors shall not accept the authorization of the non-connected directors either;</b></p> <p data-bbox="858 761 1353 1029"><b>(II) The independent directors shall not authorize the non-independent directors to attend the meeting, while the non-independent directors shall not accept the authorization of the independent directors either;</b></p> <p data-bbox="858 1081 1353 1349"><b>(III) The directors shall not fully authorize other directors to attend the meeting without giving their voting intentions on the proposal, while the relevant directors shall not accept the full authorization or the unclearly defined authorization;</b></p> <p data-bbox="858 1400 1353 1634"><b>(IV) One director shall not accept the authorizations of more than two directors while a director cannot authorize a director who has been authorized by other two directors to attend the meeting.</b></p> <p data-bbox="858 1685 1353 1910"><b>If a director fails to attend a meeting of the Board of Directors and does not appoint a proxy to act on his behalf, the said director shall be deemed as having waived his right to vote at the meeting.</b></p>

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No.	Original Articles	Amended Articles
70.	<p>Article 202 <del>The Board of Directors shall file resolutions as minutes</del>, which shall be signed by the attending directors and the recorder. <del>Minutes of the meetings of the Board of Directors shall be kept as bank documents for no less than ten (10) years.</del></p>	<p>Article 202 <b>The Board of Directors shall file resolutions as minutes</b>, which shall be signed by the attending directors and the recorder. <b>Directors dissenting from the meeting minutes shall attach an explanation at the time of signing. Minutes of the meetings of the Board of Directors shall be kept as bank documents for a perpetual period.</b></p>
71.	<p>Article 203 Minutes of meetings of the Board of Directors shall include the following:</p> <p>(I) the date and place of the meeting and name of the convener;</p> <p>(II) the names of directors attending the meeting and the names of directors (proxies) appointed by others to attend the meeting of the Board of Directors;</p> <p>(III) the agenda of the meeting;</p> <p>(IV) main points of directors' speeches;</p> <p>(V) the method and results of the voting for each resolution (the voting results shall state the numbers of votes in the affirmative, negative, or in abstention).</p>	<p>Article 203 Minutes of meetings of the Board of Directors shall include the following:</p> <p>(I) the date and place of the meeting and name of the convener;</p> <p>(II) the names of directors attending the meeting and the names of directors (proxies) appointed by others to attend the meeting of the Board of Directors;</p> <p>(III) the agenda of the meeting;</p> <p>(IV) main points of directors' speeches, <b>including any concerns raised by Directors or dissenting views expressed.</b></p> <p>(V) the method and results of the voting for each resolution (the voting results shall state the numbers of votes in the affirmative, negative, or in abstention).</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
72.	<p>Article 204 When the Board of Directors considers the following matters, approval of more than two thirds of the directors by voting shall be obtained, circulation of written resolution shall not be adopted and voting shall not be conducted by means of communications:</p> <p>(I) profit distribution plan,<del>profit distribution system and changes thereof;</del></p> <p>(II) <del>proposals for capital supplement, proposals for increases in or reductions of registered share capital and proposals for repurchase of the Bank's shares;</del></p> <p>(III) <del>proposals for the merger, division, dissolution or change in the corporate form;</del></p> <p>(IV) <del>proposals for issuance of bonds or other securities and listing plans;</del></p> <p>(V) <del>proposals for amendment to the Articles;</del></p> <p>(VI) <del>considering any major capital expenditure which has exceeded the expenditure limit set by the Board of Directors for the senior management, or contract or commitment;</del></p> <p>(VII) <del>working out plans for sale or transfer of all or most of the Bank's businesses or assets;</del></p>	<p>Article 204 When the Board of Directors considers the following matters, approval of more than two thirds of the directors by voting shall be obtained and circulation of written resolution shall not be adopted:</p> <p><b>(I) Profit distribution plan;</b></p> <p><b>(II) Remuneration proposals;</b></p> <p><b>(III) Major investments;</b></p> <p><b>(IV) major asset disposal plans;</b></p> <p><b>(V) appointment or dismissal of senior management personnel;</b></p> <p><b>(VI) proposals for capital supplement;</b></p> <p><b>(VII) Other circumstances where the circulation of written resolution is not permitted under the laws and regulations and the regulatory rules of the place where the Bank's shares are listed.</b></p>



APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
	<p><del>(VIII) major issues including major investments, major asset disposal plans, appointment or dismissal of senior management personnel, major equity changes and financial restructuring;</del></p> <p><del>(IX) other matters that more than half of all the directors of the Board of Directors deem will have material influence on the Bank and need to be approved by more than two thirds of the directors by voting.</del></p>	
73.	<p>Article 207 The Bank shall have a secretary to the Board of Directors and an office of the Board of Directors. <del>The secretary to the Board of Directors shall be accountable to the Board of Directors and shall be in charge of the office of the Board of Directors.</del></p>	<p>Article 207 The Bank shall have a secretary to the Board of Directors and an office of the Board of Directors. <b>The secretary to the Board shall be nominated by the chairman, appointed and dismissed by the Board of Directors and shall be accountable to the Board of Directors. The secretary to the Board shall be in charge of the office of the Board of Directors.</b></p>

No.	Original Articles	Amended Articles
74.	<p>Article 212 The Board of Directors of the Bank shall set up <del>Strategic Committee, Risk Management Committee, Remuneration and Nomination Committee, Related Party Transactions Control Committee, Audit Committee, Information Technology Management Committee and Consumer Protection Committee and Compliance Management Committee</del>. The Board of Directors may establish other special committees and adjust the existing special committees. All special committees shall comprise directors and each committee shall have at least three (3) members; <del>the charger of each special committee shall not be concurrent in principle.</del></p> <p><del>The majority of the members of the Related Party Transactions Control Committee, Remuneration and Nomination Committee and Audit Committee shall be independent directors, and the independent directors shall act as persons in charge. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial management expertise.</del></p>	<p>Article 212 The Board of Directors of the Bank shall set up <b>Strategic Development and Digital Transformation Committee, Risk Management Committee, Related Party Transactions Control Party Committee, Audit Committee, Remuneration and Nomination Committee, Compliance Management and Consumer Rights Protection Committee</b>. The Board of Directors may establish other special committees and adjust the existing special committees when necessary. All special committees shall comprise directors, who shall have professional knowledge or working experience appropriate to the duties of the special committees, and each committee shall have at least three (3) members.</p> <p><b>In principle, the proportion of independent directors in the Related Party Transactions Control Committee and the Risk Management Committee shall not be less than one-third, the majority of members of the Remuneration and Nomination Committee and the Audit Committee shall be independent directors, and the Related Party Transactions Control Committee, the Remuneration and Nomination Committee and the Audit Committee shall be headed by independent directors.</b> Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules <b>or an independent director having the appropriate financial, auditing, accounting or legal expertise and working experience or relevant financial management expertise.</b></p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
75.	<p>Article 213 The Strategic Committee is responsible for formulating business objectives and long-term development strategies of the Bank, and supervises and inspects the implementation of annual business plans and investment plans.</p>	<p>Article 213 <b>The composition, duties and rights of each special committee shall be in line with the working rules of each special committee of the Board of Directors of the Bank.</b></p>
76.	<p>Article 221 The Board of Directors formulates the rules of procedure and duties of each committee, and each committee shall formulate annual work plans and convene meetings on a regular basis.</p> <p>Respective special committees shall regularly inform the senior management and department heads of the operation and risk situation of the Bank and propose opinions and suggestions. Members of respective special committees shall keep track of the changes and effects of relevant events of the Bank within their terms of reference and promptly inform respective special committees of such change and effects.</p>	

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
77.	<p>Article <del>222</del> The Bank shall have one president, several vice presidents and one financial chief. The president shall be appointed or dismissed by the Board of Directors. The vice presidents and other senior management personnel shall be nominated by the president and appointed or dismissed by the Board of Directors.</p> <p>The term of “senior management personnel” referred to in the Articles shall mean the Bank’s president, Secretary to the Board of Directors, vice president, financial chief and other personnel as determined by the Board of Directors or the banking regulatory authorities.</p> <p>The president shall serve a term of three years and may serve consecutive terms upon reappointment.</p>	<p>Article <b>214</b> The Bank shall have one president, several vice presidents and one financial chief. The president shall be appointed or dismissed by the Board of Directors. The vice presidents and other senior management personnel shall be nominated by the president and appointed or dismissed by the Board of Directors.</p> <p><b>The senior management is responsible to the Board and is subject to the supervision of the board of supervisors, and shall, in accordance with the requirements of the Board and the board of supervisors, timely, accurately and completely report the operation and management of the Bank and provide relevant materials.</b></p> <p><b>The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board, and shall actively implement the resolutions of the shareholders’ general meeting and the resolutions of the Board.</b></p> <p><b>The operation and management of the senior management within the scope of their duties and powers in accordance with the law shall not be unduly interfered by shareholders or the Board.</b></p>

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No.	Original Articles	Amended Articles
		<p>The term of “senior management personnel” referred to in the Articles shall mean the Bank’s president, Secretary to the Board of Directors, vice president, financial chief and other personnel as determined by the Board of Directors or the banking regulatory authorities.</p> <p>The president shall serve a term of three years and may serve consecutive terms upon reappointment.</p>
78.	<p>Article <del>223</del> The circumstances set out in Article <del>154</del> to Article <del>153</del> of the Articles disqualifying a person as director shall also apply to senior management personnel.</p> <p>The provisions on directors’ obligations of honesty under Article <del>156</del> of the Articles and provisions on directors’ obligations of diligence under Article <del>157</del> shall also apply to senior management personnel.</p>	<p>Article <b>215</b> The circumstances set out in Article <b>153</b> to Article <b>154</b> of the Articles disqualifying a person as director shall also apply to senior management personnel.</p> <p>The provisions on directors’ obligations of honesty under Article <b>158</b> of the Articles and provisions on directors’ obligations of diligence under Article <b>159</b> shall also apply to senior management personnel.</p>
79.	<p>Paragraph two of Article <del>226</del> Item II When exercising the abovementioned power, the president shall seek advice from the Party committee before making decisions on matters that fall into scope of <del>significant matters requiring the Party Committee’s participation in the decision-making process.</del></p>	<p>Paragraph two of Article <b>218</b> Item II When exercising the abovementioned power, the president shall seek advice from the Party committee before <b>making decisions on matters</b> that fall into scope of <b>“Three Importance and One Greatness” of the Bank.</b></p>
80.	<p>Article <del>227</del> <del>The president of the Bank</del> shall be present at Board meetings, and if he is not a director, shall not have any voting right at the meetings.</p>	<p>Article <b>219</b> <b>The president, who is not a director,</b> shall be present at Board meetings but shall not have any voting right at the meetings.</p>

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No.	Original Articles	Amended Articles
81.	<p>Article 235—The circumstances set out in Article 154 to Article 153 of the Articles disqualifying a person as director shall also apply to supervisors.</p> <p>Directors, the president and other senior management personnel shall not serve as supervisors concurrently.</p> <p>Avoidance system shall be adopted for the supervisors of the Bank. Namely, a person shall not serve as supervisor of the Bank if his/her close relative is director, president or other senior management personnel of the Bank.</p>	<p>Article 227 The circumstances set out in Article 153 to Article 155 of the Articles disqualifying a person as director shall also apply to supervisors.</p> <p>Directors, the president and other senior management personnel shall not serve as supervisors concurrently.</p> <p>Avoidance system shall be adopted for the supervisors of the Bank. Namely, a person shall not serve as supervisor of the Bank if his/her close relative is director, president or other senior management personnel of the Bank.</p>
82.	<p>Article 236—Supervisors shall comply with laws, regulations and the Articles and shall fulfil the obligations of honesty and diligence to the Bank. Supervisors shall not use their powers to accept bribes or other illegal income and shall not infringe the Bank’s property.</p>	<p>Article 228 Supervisors shall comply with laws, regulations and the Articles, fulfil the obligations of honesty and diligence to the Bank, <b>perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties.</b> Supervisors shall not use their powers to accept bribes or other illegal income and shall not infringe the Bank’s property.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
83.	<p>Article 237—Nomination and election procedure for shareholder representative supervisors and external supervisors: shareholder representative supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 3% of the total number of the Bank’s voting shares; external supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 1% of the total number of the Bank’s voting shares. Shareholder representative supervisors and external supervisors shall be elected, removed or replaced by the shareholders’ general meeting.</p>	<p>Article 229 Nomination and election procedure for shareholder representative supervisors and external supervisors: shareholder representative supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 3% of the total number of the Bank’s voting shares; external supervisors shall be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 1% of the total number of the Bank’s voting shares. Shareholder representative supervisors and external supervisors shall be elected, removed or replaced by the shareholders’ general meeting. <b>The shareholders and their related parties that have already nominated directors shall not nominate supervisors, but that otherwise prescribed by the State shall prevail.</b></p>
84.	<p>Article 239 The term of supervisor shall be three years, and is renewable upon re-election. The cumulative term of external supervisors shall not exceed six (6) years, and external supervisors shall not hold positions in more than two commercial banks at the same time, or serve concurrently as external supervisor in a financial institution which may have interest conflict with the Bank. The supervisor’s term of office shall be calculated from the date on which he/she takes up the office until the term of office of the current Board of Supervisors expires. An external supervisor, before his/her term of office expires, shall not be dismissed by the shareholders’ general meeting or employees representatives’ meeting without any reason.</p>	<p>Article 231 The term of supervisor shall be three years, and is renewable upon re-election. The cumulative term of external supervisors shall not exceed six (6) years, and external supervisors shall not <b>serve as an external supervisor</b> in more than two commercial banks at the same time, or serve concurrently as external supervisor in a financial institution which may have interest conflict with the Bank. The supervisor’s term of office shall be calculated from the date on which he/she takes up the office until the term of office of the current Board of Supervisors expires. An external supervisor, before his/her term of office expires, shall not be dismissed by the shareholders’ general meeting or employees representatives’ meeting without any reason.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
85.	<p>Article 240 Supervisors shall attend the meeting of the Board of Supervisors in person. If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, but a Supervisor shall not be appointed by more than two Supervisors in a meeting of the Board of Supervisors. The power of attorney shall state the name of the proxy, the relevant matters, scope of authorization and validity period and shall be signed by the appointer or a chop shall be affixed.</p>	<p>Article 232 Supervisors shall attend the meeting of the Board of Supervisors in person. <b>Supervisor shall fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment.</b> If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, but a Supervisor shall not be appointed by more than two Supervisors in a meeting of the Board of Supervisors. The power of attorney shall state the name of the proxy, the relevant matters, scope of authorization and validity period and shall be signed by the appointer or a chop shall be affixed.</p> <p><b>The supervisors are liable for the resolutions passed at the meeting of the Board of Supervisors.</b></p>
86.	-	<p><b>Article 236 Supervisors shall, as required, participate in trainings organized by the Bank and regulatory authorities, so as to understand the rights and obligations of supervisors, and be familiar with relevant laws and regulations. Supervisors shall actively participate in the supervision and inspection organized by the board of supervisors, have the right to conduct independent investigations and evidence collection in accordance with the law, and raise questions and supervisory opinions based on facts.</b></p>



APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
87.	<p>Article 244—Supervisors shall not jeopardize interests of the Bank by taking advantage of their related party status, and the supervisors shall indemnify the Bank for any losses incurred to the Bank therefrom.</p> <p>Supervisors shall indemnify the Bank for any losses incurred to the Bank resulting from their violation of the laws, regulations or the Articles when performing their duties.</p>	<p>Article 237 Supervisors <b>shall truthfully, accurately and completely disclose to the board of supervisors the situation of related parties and the acting-in-concert relationship, and promise to report to the board of supervisors in a timely manner when the related relationship changes.</b> Supervisors shall not jeopardize interests of the Bank by taking advantage of their related party status, and the supervisors shall indemnify the Bank for any losses incurred to the Bank therefrom.</p> <p>Supervisors shall indemnify the Bank for any losses incurred to the Bank resulting from their violation of the laws, regulations or the Articles when performing their duties.</p>
88.	<p>Article 245—External supervisors of the Bank refer to supervisors who do not hold any position in the Bank other than as supervisor and who do not have any relation with the Bank or major shareholders that may affect their independent and objective judgement.</p>	<p>Article 238 External supervisors of the Bank refer to supervisors who do not hold any position in the Bank other than as supervisor and who do not have any relation with the Bank, major shareholders <b>or de facto controller</b> that may affect their independent and objective judgement.</p>

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No.	Original Articles	Amended Articles
89.	<p>Article 255—The chairman shall be served as by a <del>dedicated</del> designated person.</p> <p>The chairman shall be appointed or removed by the votes of more than two thirds of the supervisors.</p> <p>The <del>chairman</del> shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc. If <del>the chairman of the Board of Supervisors</del> is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall act on his/her behalf.</p>	<p>Article 248 The Board of Supervisors has <b>one chairman, there can be vice chairmen.</b></p> <p><b>The election of the chairman and vice chairman of the Board of Supervisors shall be approved by more than two-thirds (inclusive) of the members of the Board of Supervisors.</b></p> <p><b>The chairman of the Board of Supervisors</b> shall possess professional knowledge and working experience in at least one professional area, e.g. accounting, audit, finance or law, etc. If <b>the chairman of the Board of Supervisors</b> is unable to or fails to carry out his/her duties, a supervisor elected by above half of the supervisors shall act on his/her behalf.</p>
90.	<p>Article 256 <del>The supervisor</del> shall exercise the following functions and powers:</p> <p>(I) to convene and preside over meetings of the Board of Supervisors;</p> <p>(II) to organize fulfillment of the duties of the Board of Supervisors;</p> <p>(III) to review and execute the reports, resolutions and other important documents of the Board of Supervisors;</p> <p>(IV) to report, on behalf of the Board of Supervisors, to the shareholders’ general meeting on his/her work;</p>	<p>Article 249 <b>The chairman of the Board of Supervisors</b> shall exercise the following functions and powers:</p> <p>(I) to convene and preside over meetings of the Board of Supervisors;</p> <p>(II) to organize fulfillment of the duties of the Board of Supervisors;</p> <p>(III) to review and execute the reports, resolutions and other important documents of the Board of Supervisors;</p> <p>(IV) to report, on behalf of the Board of Supervisors, to the shareholders’ general meeting on his/her work;</p>

**APPENDIX VIII      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
	<p>(V) to help supervisors conduct work efficiently, and lead the Board of Supervisors in an effective manner;</p> <p>(VI) to ensure supervisors are able to obtain accurate, timely and clear information;</p> <p>(VII) to lead the formulation of each proposals and reports that the Board of Supervisors shall submit to shareholders’ general meetings;</p> <p>(VIII) to exercise other functions and powers stipulated by laws, regulations and the Articles.</p>	<p>(V) to help supervisors conduct work efficiently, and lead the Board of Supervisors in an effective manner;</p> <p>(VI) to ensure supervisors are able to obtain accurate, timely and clear information;</p> <p>(VII) to lead the formulation of each proposals and reports that the Board of Supervisors shall submit to shareholders’ general meetings;</p> <p>(VIII) to exercise other functions and powers stipulated by laws, regulations and the Articles.</p>
91.	<p>Article 258 The Board of Supervisors shall exercise the following functions and power:</p> <p>(I) to examine the regular reports of the Bank prepared by the Board of Directors and provide written opinions thereon;</p> <p>(II) to examine the financial position of the Bank, examine and approve the Bank’s plans for profit distribution and make comments on its compliance and reasonability;</p> <p>(III) to supervise the compliance of the engagement, dismissal and reappointment of external auditing organ, as well as the fairness of terms of appointment and remuneration and the independence and effectiveness of external audit work;</p>	<p>Article 251 The Board of Supervisors shall exercise the following functions and power:</p> <p>(I) to examine the regular reports of the Bank prepared by the Board of Directors and provide written opinions thereon;</p> <p>(II) to examine the financial position of the Bank, examine and approve the Bank’s plans for profit distribution and make comments on its compliance and reasonability;</p> <p>(III) to supervise the compliance of the engagement, dismissal and reappointment of external auditing organ, as well as the fairness of terms of appointment and remuneration and the independence and effectiveness of external audit work;</p>

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No.	Original Articles	Amended Articles
	<p>(IV) to take charge of the comprehensive evaluation of the performance of the Board of Directors, Board of Supervisors, senior management and its members, and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings;</p> <p>(V) to inquire directors and senior management personnel;</p> <p>(VI) to require directors and senior management personnel to rectify their acts that harm the Bank's interest, and propose dismissal or bring a lawsuit against directors and senior management personnel who have violated laws and regulations, the Articles or the resolutions of shareholders' general meetings;</p> <p>(VII) to supervise the performance of duties concerning information disclosure of the Board of Directors and senior management personnel; to pay attention to the <del>Company</del>'s information disclosure, and if problems like violation of laws and rules are found, to investigate and put forward treatment proposals and report relevant information to the banking regulatory authorities in time;</p> <p><del>(VIII) to conduct an audit on resignation of directors and senior management personnel as required;</del></p>	<p>(IV) to take charge of the comprehensive evaluation of the performance of the Board of Directors, Board of Supervisors, senior management and its members, and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings;</p> <p>(V) to inquire directors and senior management personnel;</p> <p>(VI) to require directors and senior management personnel to rectify their acts that harm the Bank's interest, and propose dismissal or bring a lawsuit against directors and senior management personnel who have violated laws and regulations, the Articles or the resolutions of shareholders' general meetings;</p> <p>(VII) to supervise the performance of duties concerning information disclosure of the Board of Directors and senior management personnel; to pay attention to the <b>Bank</b>'s information disclosure, and if problems like violation of laws and rules are found, to investigate and put forward treatment proposals and report relevant information to the banking regulatory authorities in time;</p>

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<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
	<p>(IX) to supervise and require for rectification regarding the Bank’s risk management and internal control; to supervise the Board of Directors and senior management in improving the internal control system; to supervise the Board and senior management in material financial decisions and the implementation thereof and in their performance of case prevention; to supervise the Board, senior management and their members in performing the duties of internal control;</p> <p>(X) to examine financial information such as financial reports, business reports and profit distribution plans as proposed by the Board of Directors to the shareholders’ general meeting, and if there are any queries, to engage any certified public accountant or practicing auditor in the name of the Bank to assist in the examination;</p> <p>(XI) if there are any unusual circumstances in the Bank’s operations, to conduct investigation, and if necessary, to engage such professionals as accounting firms and law firms to assist in the work, at the expenses of the Bank;</p> <p>(XII) to make proposals to the shareholders’ general meeting;</p> <p>(XIII) to propose the convening of extraordinary shareholders’ general meetings and to convene and preside over the extraordinary shareholders’ general meetings when the Board of Directors fails to perform the duty of convening and presiding over the shareholders’ general meetings;</p>	<p>(VIII) to supervise and require for rectification regarding the Bank’s risk management and internal control; to supervise the Board of Directors and senior management in improving the internal control system; to supervise the Board and senior management in material financial decisions and the implementation thereof and in their performance of case prevention; to supervise the Board, senior management and their members in performing the duties of internal control;</p> <p>(IX) to examine financial information such as financial reports, business reports and profit distribution plans as proposed by the Board of Directors to the shareholders’ general meeting, and if there are any queries, to engage any certified public accountant or practicing auditor in the name of the Bank to assist in the examination;</p> <p>(X) if there are any unusual circumstances in the Bank’s operations, to conduct investigation, and if necessary, to engage such professionals as accounting firms and law firms to assist in the work, at the expenses of the Bank;</p> <p>(XI) to make proposals to the shareholders’ general meeting;</p> <p>(XII) to propose the convening of extraordinary shareholders’ general meetings and to convene and preside over the extraordinary shareholders’ general meetings when the Board of Directors fails to perform the duty of convening and presiding over the shareholders’ general meetings;</p>

**APPENDIX VIII      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
	<p>(XIV) to propose to convene a provisional meeting of the Board of Directors;</p> <p>(XV) to supervise the formulation and implementation of the business development strategies of the Bank; to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the scientificity, reasonability and effectiveness of development strategies and form evaluation reports;</p> <p>(XVI) to supervise the construction and effectiveness of the Bank's consolidated management mechanism; to supervise the duty performance of the Board of Directors and senior management in relation to consolidated management and make comprehensive evaluation based on such performance; to urge the Board of Directors to supervise the governance and operational management of the Bank and its subsidiary companies, and to urge them to make rectifications;</p> <p>(XVII) to oversee the comprehensive risk management by supervising and examining the Board's and senior management members' performance of their respective risk management responsibilities and requiring for rectification thereupon, and include their findings in the work reports of the Board of Supervisors;</p> <p>(XVIII) to regularly communicate with the banking regulatory authorities about relevant information of the Bank;</p>	<p>(XIII) to propose to convene a provisional meeting of the Board of Directors;</p> <p>(XIV) to supervise the formulation and implementation of the business development strategies of the Bank; to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the scientificity, reasonability and effectiveness of development strategies and form evaluation reports;</p> <p>(XV) to supervise the construction and effectiveness of the Bank's consolidated management mechanism; to supervise the duty performance of the Board of Directors and senior management in relation to consolidated management and make comprehensive evaluation based on such performance; to urge the Board of Directors to supervise the governance and operational management of the Bank and its subsidiary companies, and to urge them to make rectifications;</p> <p>(XVI) to oversee the comprehensive risk management by supervising and examining the Board's and senior management members' performance of their respective risk management responsibilities and requiring for rectification thereupon, and include their findings in the work reports of the Board of Supervisors;</p> <p>(XVII) to regularly communicate with the banking regulatory authorities about relevant information of the Bank;</p>

No.	Original Articles	Amended Articles
	<p>(XIX) to instruct the internal audit department of the Bank to independently perform the auditing and supervision function, and implement the business management and work evaluation of the internal audit department;</p> <p>(XX) to train supervisors regularly so as to enhance their ability of execution of duty;</p> <p>(XXI) to supervise over the procedure for election of directors;</p> <p>(XXII) to supervise the scientificity and rationality of the Bank’s remuneration management systems and policies and the remuneration proposals for the senior management members, and to urge prompt rectification;</p> <p>(XXIII) to oversee and evaluate the performance of duties by the Board and senior management in their capital management, and at least once annually to report such performance of duties to the shareholders’ general meeting;</p> <p>(XXIV) to exercise other functions and power as stipulated by laws and regulations or the Articles and granted by the shareholders’ general meeting. The Board of Supervisors shall have its own independent expense budget.</p> <p>The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.</p>	<p>(XVIII) to instruct the internal audit department of the Bank to independently perform the auditing and supervision function, implement the business management and work evaluation of the internal audit department, and <b>have the right to request relevant information from the Board of Directors and senior management in connection with the audit;</b></p> <p>(XIX) to train supervisors regularly so as to enhance their ability of execution of duty;</p> <p>(XX) to supervise over the procedure for election of directors;</p> <p>(XXI) to supervise the scientificity and rationality of the Bank’s remuneration management systems and policies and the remuneration proposals for the senior management members, and to urge prompt rectification;</p> <p>(XXII) to oversee and evaluate the performance of duties by the Board and senior management in their capital management, and at least once annually to report such performance of duties to the shareholders’ general meeting;</p> <p>(XXIII) to exercise other functions and power as stipulated by laws and regulations or the Articles and granted by the shareholders’ general meeting. The Board of Supervisors shall have its own independent expense budget.</p> <p>The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.</p>

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No.	Original Articles	Amended Articles
92.	<p>Article 261 <del>Regular meetings of the Board of Supervisors shall be convened at least once each quarter and be convened by its chairman.</del> Notice of the regular meetings of the Board of Supervisors shall be served in writing to all of the supervisors by the Board of Supervisors ten (10) days in advance.</p>	<p>Article <b>254</b> <b>Regular meetings of the Board of Supervisors shall be convened at least four times each year and be convened by the chairman of the Board of Supervisors. Extraordinary meetings may be convened upon proposal by the Supervisors.</b> Notice of the regular meetings of the Board of Supervisors shall be served in writing to all of the supervisors by the Board of Supervisors ten (10) days in advance.</p>
93.	<p>Article 263 <del>In any of the following circumstances, the chairman of the Board of Supervisors shall convene and preside over a meeting of the Board of Supervisors within 10 days:</del></p> <p>(I) <del>deemed necessary by the chairman of the Board of Supervisors;</del></p> <p>(II) <del>proposed by more than one third of the supervisors jointly;</del></p> <p>(III) <del>proposed by all external supervisors.</del></p>	<p>Article <b>256</b> In any of the following circumstances, <b>the chairman of the Board of Supervisors</b> shall convene and preside over a meeting of the Board of Supervisors within 10 days:</p> <p>(I) deemed necessary by <b>the chairman of the Board of Supervisors;</b></p> <p>(II) proposed by more than one third of the supervisors jointly;</p> <p>(III) proposed by all external supervisors.</p> <p>Extraordinary meeting of the Board of Supervisors may be held and pass resolutions by means of communications in writing.</p>
94.	<p>Article 264 <del>Any resolutions made by the Board of Supervisors shall be approved by more than two thirds of all supervisors.</del></p> <p>The Board of Supervisors shall file resolutions as minutes, which shall be signed by the attending supervisors.</p> <p>Any supervisor shall be entitled to have an explanatory note made in the minutes regarding his/her speech at the meeting. The minutes of meetings of the Board of Supervisors shall be kept as archives of the Bank for <del>at least 10</del> years.</p>	<p>Article <b>257</b> Any resolutions made by the Board of Supervisors shall be approved by <b>more than two thirds (inclusive) of the members of the Board of Supervisors.</b></p> <p>The Board of Supervisors shall file resolutions as minutes, which shall be signed by the attending supervisors.</p> <p>Any supervisor shall be entitled to have an explanatory note made in the minutes regarding his/her speech at the meeting. The minutes of meetings of the Board of Supervisors shall be kept as archives of the Bank <b>permanently.</b></p>



APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
95.	<p>Article 273—The directors, supervisors and senior management personnel of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations:</p> <p>(I) To act in good faith and in the best interests of the Bank;</p> <p>(II) To exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(III) To exercise the discretion conferred on them in person and be free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or without the informed consent of shareholders through a shareholders’ general meeting;</p> <p>(IV) To treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging to different classes;</p> <p>(V) Not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles or if there is informed consent of shareholders through a shareholders’ general meeting;</p>	<p>Article 266 The directors, supervisors and senior management personnel of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to but not limited to the following obligations:</p> <p>(I) To act in good faith and in the best interests of the Bank;</p> <p>(II) To exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(III) To exercise the discretion conferred on them in person and be free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and administrative regulations providing to the contrary or without the informed consent of shareholders through a shareholders’ general meeting;</p> <p>(IV) To treat shareholders of the same class in the same way, and to fairly deal with shareholders belonging to different classes; <b>to guarantee shareholders’, especially minority shareholders’ rights to be aware of major matters of the Company and participate in decision-making and supervision;</b></p> <p>(V) Not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by the Articles or if there is informed consent of shareholders through a shareholders’ general meeting;</p>

**APPENDIX VIII      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
	<p>(VI) Not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting;</p> <p>(VII) Not to accept bribes or other forms of illegal income by taking advantage of their authority, nor to embezzle the assets of the Bank in any way, such assets including but not limited to any business opportunities that are advantageous to the Bank;</p> <p>(VIII) Not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p> <p>(IX) To comply with the Articles, perform their duties faithfully and safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;</p> <p>(X) Not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p> <p>(XI) Not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in their own names or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others' personal debts;</p>	<p>(VI) Not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting;</p> <p>(VII) Not to accept bribes or other forms of illegal income by taking advantage of their authority, nor to embezzle the assets of the Bank in any way, such assets including but not limited to any business opportunities that are advantageous to the Bank;</p> <p>(VIII) Not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p> <p>(IX) To comply with the Articles, perform their duties faithfully and safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;</p> <p>(X) Not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p> <p>(XI) Not to misappropriate the funds of the Bank or lend the funds of the Bank to others, not to put any assets of the Bank under an account opened in their own names or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others' personal debts;</p>

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<b>No.</b>	<b>Original Articles</b>	<b>Amended Articles</b>
	<p>(XII) Not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant government departments if the disclosure is:</p> <ol style="list-style-type: none"> <li>1. in accordance with the law;</li> <li>2. in the public interest;</li> <li>3. required for the own interests of directors, supervisors and senior management personnel.</li> </ol>	<p>(XII) Not to divulge any confidential information involving the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the court or other relevant government departments if the disclosure is:</p> <ol style="list-style-type: none"> <li>1. in accordance with the law;</li> <li>2. in the public interest;</li> <li>3. required for the own interests of directors, supervisors and senior management personnel.</li> </ol>
96.	<p>Article <del>276</del>–The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor and senior management personnel of the Bank who has violated any specific obligations, unless the circumstances specified in Article <del>75</del> apply.</p>	<p>Article <del>269</del> The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor and senior management personnel of the Bank who has violated any specific obligations, unless the circumstances specified in Article <del>77</del> apply.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
97.	<p>Article <del>285</del> The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders’ general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The “acquisition of the Bank” previously mentioned refers to one of the following circumstances:</p> <p>(I) A takeover offer made by any person to all shareholders; or</p> <p>(II) A takeover offer made by any person with the intent of becoming the controlling shareholder. The definition of a controlling shareholder is the same as that in Article 346 of the Articles.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	<p>Article <b>278</b> The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the shareholders’ general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The “acquisition of the Bank” previously mentioned refers to one of the following circumstances:</p> <p>(I) A takeover offer made by any person to all shareholders; or</p> <p>(II) A takeover offer made by any person with the intent of becoming the controlling shareholder. The definition of a controlling shareholder is the same as that in Article <b>344</b> of the Articles.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
98.	–	<p><b>Article 292</b> The Board of the Bank shall comprehensively consider factors such as the Bank’s industrial characteristics, developmental stage, its own business model, profitability, and whether there are major capital expenditure arrangements, and propose differentiated cash dividend policies base on differentiated situations and the procedures as specified in the Bank’s Articles of Association.</p>
99.	–	<p><b>Additional chapter: Chapter 13 Democratic Management of Employees and the Personnel System</b></p>
100.	–	<p><b>Article 311</b> The Bank shall, in accordance with the provisions of the law, improve the democratic management system with the employee representatives’ meeting as the basic form, explore effective ways for employees to participate in management, promote the openness of corporate affairs and business operations, and protect employees’ rights to know, to participate, to express, and to supervise, so as to protect the legitimate rights and interests of employees. The opinions of employees shall be listened to in major decisions, and major issues involving the vital interests of employees shall be reviewed by the employee representatives’ meeting or the staff congress. Adhere to and improve the systems for employee directors and employee supervisors, and safeguard the rights and interests of employee representatives to participate in corporate governance in an orderly manner.</p>

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
101.	-	<p><b>Article 312 Employees of the Bank shall organize trade unions in accordance with the Trade Union Law of the People’s Republic of China, carry out trade union activities, and safeguard the legitimate rights and interests of employees. The Bank shall provide trade unions with necessary conditions for their activities.</b></p>
102.	-	<p><b>Article 313 The Bank shall protect the legitimate rights and interests of employees, sign labor contracts with employees in accordance with the law, participate in social insurance, and strengthen labor protection, so as to realize production safety. The Bank shall adopt various forms to strengthen the vocational education and on-the-job trainings for its employees, so as to improve the quality of the employees.</b></p>
103.	-	<p><b>Article 314 The Bank shall abide by the state laws and administrative regulations on labor protection and production safety, implement relevant state policies, and protect the legitimate rights and interests of workers. Formulate labor, personnel and wage systems in accordance with state laws, administrative regulations and policies concerning labor and personnel, and the needs of production and operation.</b></p>
104.	Chapter 13 Mergers, Division, Dissolution and Liquidation	Chapter 14 Mergers, Division, Dissolution and Liquidation
105.	Chapter 14—Amendment to the Articles	Chapter 15 Amendment to the Articles
106.	Chapter 15—Notice and Announcement	Chapter 16 Notice and Announcement

APPENDIX VIII COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Original Articles	Amended Articles
107.	<p>Article 344—The Bank shall issue announcements and disclose information to the holders of domestic shares through the newspapers <del>and</del> websites for information disclosure designated by laws, administrative regulations or relevant domestic supervisory authorities. If the Bank is required to issue announcements to the holders of H shares according to the Articles, the relevant announcements shall also be published by means specified in Hong Kong Listing Rules.</p>	<p>Article 342 The Bank shall issue announcements and disclose information to the holders of domestic shares through the newspapers <b>or</b> website <b>of the Bank</b> for information disclosure designated by laws, administrative regulations or relevant domestic supervisory authorities. If the Bank is required to issue announcements to the holders of H shares according to the Articles, the relevant announcements shall also be published by means specified in Hong Kong Listing Rules.</p>
108.	Chapter 16—Dispute Resolution	Chapter 17 Dispute Resolution
109.	Chapter 17 Miscellaneous	Chapter 18 Miscellaneous
110.	<p>Article 346 Definitions</p> <p>.....(VI) A material related party transaction shall refer to <del>a transaction between the Bank and a single related party with an amount of more than 1% of the net capital of the Bank or the balance of the transactions between the Bank and the related party after such transaction constituting more than 5% of the net capital of the Bank. When calculating the balance of transaction between connected natural persons and the Bank, the transaction between their immediate relatives and the Bank shall be counted in; when calculating the balance of transaction between the connected legal persons or other organizations and the Bank, the transaction between the legal persons of those constituting group customers or other organizations and the Bank shall be counted in.</del></p> <p>The connected transactions defined in the Hong Kong Listing Rules shall be subject to the provisions and requirements in relation to Hong Kong laws and rules.</p> <p>.....</p>	<p>Article 344 Definitions</p> <p>.....(VI) A material related party transaction refers to <b>a transaction in which the amount of a single transaction between the Bank and a single related party reaches more than 1% of the Bank’s net capital at the end of the previous quarter, or cumulatively reaches more than 5% of the Bank’s net capital at the end of the previous quarter. After the cumulative transaction amount between the Bank and a single related party reaches the standard in the preceding paragraph, the subsequent related party transactions shall be re-identified as major related party transactions each time the cumulative amount reaches more than 1% of the net capital at the end of the previous quarter.</b></p> <p>The connected transactions defined in the Hong Kong Listing Rules shall be subject to the provisions and requirements in relation to Hong Kong laws and rules.</p> <p>.....</p>

**Comparison Table of Amendments to the Rules of Procedure Regarding  
General Meeting**

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
1.	<p>Article 1 In order to ensure the legitimate exercise of rights by the shareholders of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Bank”), the standardized operation of the general meeting, and the improvement of the governance structure of the Bank, the Bank has formulated the Rules pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), <del>the Guidelines on the Corporate Governance of Commercial Banks</del>, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and relevant laws and regulations and other regulatory documents as well as the Articles of Association of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Articles”) and in combination with the actual situation of the Bank.</p>	<p>Article 1 In order to ensure the legitimate exercise of rights by the shareholders of Jiangxi Bank Co., Ltd. (hereinafter referred to as the Bank), the standardized operation of the general meeting, and the improvement of the governance structure of the Bank, the Bank has formulated the Rules pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as the Company Law), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the Commercial Banking Law), <b>the Corporate Governance Standards for Banking and Insurance Institutions, the Measures for Evaluating the Performance of Directors and Supervisors of Banking and Insurance Institutions (Trial)</b>, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the Hong Kong Listing Rules) and relevant laws and regulations and other regulatory documents as well as the Articles of Association of Jiangxi Bank Co., Ltd. (hereinafter referred to as the Articles) and in combination with the actual situation of the Bank.</p>



No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
2.	<p>Article 5 The shareholders' general meeting is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p><del>(I) Deciding on the business policies and investment plans of the Bank;</del></p> <p><del>(II) Electing and replacing directors and supervisors not appointed from staff representatives, and deciding on matters concerning directors' and supervisors' remuneration;</del></p> <p><del>(III) Examining and approving reports of the Board of Directors;</del></p> <p><del>(IV) Examining and approving reports of the Board of Supervisors, listening to the Report of the Board of Supervisors on the Directors' and Supervisors' Performance Assessment;</del></p> <p><del>(V) Examining and approving the Bank's annual financial budget and final account proposals;</del></p> <p><del>(VI) Examining the significant asset disposal matters involving an amount of more than 30% of the latest audited total assets of the Bank for 12 consecutive months (including but not limited to selling, purchase, write-off, mortgage and non-operating guarantee);</del></p> <p><del>(VII) Examining and approving the Bank's plans for profit distribution and loss make-up;</del></p>	<p>Article 5 The shareholders' general meeting is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p><b>(I) Deciding on the business policies and investment plans of the Bank;</b></p> <p><b>(II) Electing and replacing directors and supervisors not appointed from staff representatives, and deciding on matters concerning directors' and supervisors' remuneration;</b></p> <p><b>(III) Examining and approving reports of the Board of Directors;</b></p> <p><b>(IV) Examining and approving reports of the Board of Supervisors, listening to the Report of the Board of Supervisors on the Directors' and Supervisors' Performance Assessment;</b></p> <p><b>(V) Examining and approving the Bank's annual financial budget and final account proposals;</b></p> <p><b>(VI) Examining the significant asset disposal matters involving an amount of more than 30% of the latest audited total assets of the Bank for 12 consecutive months (including but not limited to selling, purchase, write-off, mortgage and non-operating guarantee);</b></p> <p><b>(VII) Examining and approving the Bank's plans for profit distribution and loss make-up;</b></p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
	<p><del>(VIII) Adopting resolutions concerning the increase or reduction of the registered capital and the repurchase of the Bank's Shares;</del></p> <p><del>(IX) Adopting resolutions concerning the issuance of bonds or other securities and listing of the Bank;</del></p> <p><del>(X) Adopting resolutions on merger, division, dissolution, liquidation or changing of corporate form of the Bank;</del></p> <p><del>(XI) Examining the amendments of Articles of the Bank, the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of Meetings of the Board of Directors and the Rules of Procedure of Meetings of the Board of Supervisors;</del></p> <p><del>(XII) Examining the stock incentive plans;</del></p> <p><del>(XIII) Adopting resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm;</del></p> <p><del>(XIV) Examining the resolutions proposed by shareholders with more than 3% of the Shares carrying voting rights of the Bank;</del></p> <p><del>(XV) Examining others matters which shall be decided by the shareholders' general meeting as required by the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed or the Articles;</del></p>	<p><b>(VIII) Adopting resolutions concerning the increase or reduction of the registered capital and the repurchase of the Bank's Shares;</b></p> <p><b>(IX) Adopting resolutions concerning the issuance of bonds or other securities and listing of the Bank;</b></p> <p><b>(X) Adopting resolutions on merger, division, dissolution, liquidation or changing of corporate form of the Bank;</b></p> <p><b>(XI) Examining and approving the Articles, the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of Meetings of the Board of Directors and the Rules of Procedure of Meetings of the Board of Supervisors and their amendments;</b></p> <p><b>(XII) Examining and approving the stock incentive plans;</b></p> <p><b>(XIII) adopting resolutions on the acquisition of the Bank's shares in accordance with the provisions of laws;</b></p> <p><b>(XIV) Adopting resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm and the remuneration of the accounting firm;</b></p> <p><b>(XV) Examining the resolutions proposed by shareholders with more than 3% of the Shares carrying voting rights of the Bank;</b></p> <p><b>(XVI) Examining and approving matters in relation to the change in use of raised funds;</b></p> <p><b>(XVII) Examining others matters which shall be decided by the shareholders' general meeting as required by the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed or the Articles.</b></p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
3.	<p>Article 6 For the matters falling within the shareholders' general meeting's scope of authority, if it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors by the shareholders' general meeting, and the authorization given shall be specific, clear and in writing.</p> <p>If the Articles of the Bank require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders attending the shareholders' general meeting; if the Articles of the Bank require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by over two-thirds of the voting rights of the shareholders attending the shareholders' general meeting.</p>	<p>Article 6 <b>Except for the matters required to be decided by the shareholders' general meeting according to the Company Law, other laws and regulations, regulatory requirements and item(I) to item(V) above</b>, for the matters falling within the shareholders' general meeting's scope of authority, if it is necessary, reasonable and legal, the decision making of these issues can be delegated to the Board of Directors by the shareholders' general meeting, and the authorization given shall be specific, clear and in writing.</p> <p>If the Articles of the Bank require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders attending the shareholders' general meeting; if the Articles of the Bank require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolutions, such resolutions shall be approved by over two-thirds of the voting rights of the shareholders attending the shareholders' general meeting.</p>
4.	<p>Article 7 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held <del>once a year</del> and shall be held within six months from the end of the previous financial year. Where such meetings are required to be adjourned for any special reasons, it shall report to the banking regulatory authority and provide reasons of postponement in time.</p>	<p>Article 7 General meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once <b>every financial year</b> and shall be held within six months from the end of the previous financial year. Where such meetings are required to be adjourned for any special reasons, it shall report to the banking regulatory authority and provide reasons of postponement in time.</p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
5.	<p>Article 8 The Bank shall hold an extraordinary general meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) The number of directors is less than the number required by the Company Law or two-thirds of the number required by the Articles of the Bank;</p> <p>(II) The outstanding losses of the Bank has reached one third of the total amount of the paid-in share capital of the Bank;</p> <p>(III) The shareholders who individually or jointly hold more than 10% of the shares carrying voting rights of the Bank have requested in writing to convene extraordinary general meeting; the number of shares shall be as of the date when shareholders put forward the written request;</p> <p>(IV) When the Board of Directors deems it necessary to convene such a meeting;</p> <p>(V) When the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) Other circumstances as provided in the laws and regulations or the Articles of the Bank.</p>	<p>Article 8 The Bank shall hold an extraordinary general meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) The number of directors is less than the number required by the Company Law or two-thirds of the number required by the Articles of the Bank;</p> <p>(II) The outstanding losses of the Bank has reached one third of the total amount of the paid-in share capital of the Bank;</p> <p>(III) The shareholders who individually or jointly hold more than 10% of the shares carrying voting rights of the Bank have requested in writing to convene extraordinary general meetings; the number of shares shall be as of the date when shareholders put forward the written request;</p> <p>(IV) When the Board of Directors deems it necessary to convene such a meeting;</p> <p>(V) When the Board of Supervisors proposes to convene such a meeting;</p> <p><b>(VI) When above half of the independent Directors and at least two independent Directors, or the only two independent Directors unanimously agree on the proposal of convening;</b></p> <p><b>(VII) When above half of the external supervisors or the only two external supervisors unanimously agree on the proposal of convening;</b></p> <p>(VIII) Other circumstances as provided in the laws and regulations or the Articles of the Bank.</p>
6.	<p>Article 9 The venue for the Bank to convene a shareholders' general meeting shall be at the Bank's domicile or other places specified in the notice of the shareholders' general meeting.</p> <p>An assembly room will be set up for the shareholders' general meeting and the meeting will be held in the form of live meeting. The Bank may also provide the network or other means for the convenience of shareholders to attend the shareholders' general meeting when it is ready. Shareholders attending the shareholders' general meeting through the aforesaid means shall be considered as present.</p>	<p>Article 9 The venue for the Bank to convene a shareholders' general meeting shall be at the Bank's domicile or other places specified in the notice of the shareholders' general meeting.</p> <p>An assembly room will be set up for the shareholders' general meeting and the meeting will be held in the form of live meeting. The Bank may also provide the network or other means for the convenience of <b>minority</b> shareholders to attend the shareholders' general meeting when it is ready. Shareholders attending the shareholders' general meeting through the aforesaid means shall be considered as present.</p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
7.	<p>Article 13 <del>The Board of Supervisors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing.</del> The Board of Directors shall, in accordance with the laws, regulations and the Articles of the Bank, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal of the Board of Supervisors above contained in the notice is changed, approval of the Board of Supervisors shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its written response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene the shareholders' general meeting on its own initiative.</p>	<p>Article 13 <b>The Board of Supervisors or more than half of the external supervisors (subject to the unanimously agree where only two external supervisors exist) shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing.</b> The Board of Directors shall, in accordance with the laws, regulations and the Articles of the Bank, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal of the Board of Supervisors above contained in the notice is changed, approval of the Board of Supervisors shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its written response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene the shareholders' general meeting on its own initiative.</p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
8.	<p>Article 14 The Shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days (hereinafter referred to as "Requesting Shareholders") shall have the right to request the Board of Directors to convene the extraordinary general meeting and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the general meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its written response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the extraordinary general meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>If the Board of Supervisors agrees to convene the extraordinary general meeting, a notice for convening the general meeting shall be issued within five (5) days of receiving the proposal. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of the general meeting within the specified time limit, it shall be deemed to have failed to convene the general meeting, and Requesting Shareholders shall have the right to convene such meetings by themselves.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p>	<p>Article 14 The Shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days (hereinafter referred to as "Requesting Shareholders") shall have the right to request the Board of Directors to convene the extraordinary general meeting and <b>add resolutions to a meeting agenda</b>, and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the general meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its written response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the extraordinary general meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>If the Board of Supervisors agrees to convene the extraordinary general meeting, a notice for convening the general meeting shall be issued within five (5) days of receiving the proposal. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of the general meeting within the specified time limit, it shall be deemed to have failed to convene the general meeting, and Requesting Shareholders shall have the right to convene such meetings by themselves.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
9.	<p>Article 23 When the Bank is to convene a shareholders' general meeting, a written notice at least 20 full <del>business days</del> in advance for an annual general meeting or a written notice at least <del>10 full business days</del> or 15 days for an extraordinary general meeting shall be dispatched to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting.</p>	<p>Article 23 When the Bank is to convene a shareholders' general meeting, a written notice at least 20 full days in advance for an annual general meeting or a written notice at least 15 days <b>prior to</b> an extraordinary general meeting shall be dispatched to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting. <b>Where laws and regulations, securities regulatory authorities of the place where the Company's shares are listed and the listing rules of the place where the Company's shares are listed have other provisions, such provisions shall prevail.</b></p>
10.	<p>Article 26 The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers <del>and websites</del> specified by the laws and regulations or relevant domestic regulatory authorities at least 20 full <del>business days</del> prior to an annual general meeting or at least <del>10 full business days</del> or 15 days (<del>whichever is the earlier</del>) prior to an extraordinary general meeting. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p>	<p>Article 26 The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers or the Bank's website specified by the laws and regulations or relevant domestic regulatory authorities at least 20 full days prior to an annual general meeting or at least 15 full days prior to an extraordinary general meeting. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
	<p>Notices, materials or written statements of the general meeting shall be dispatched to holders of overseas listed foreign shares with reference to the requirement on the notice period for convening a general meeting set out in the Articles in any of the following ways:</p> <p>(I) Such documents shall be delivered to each holder of overseas listed foreign share by hand or by post at their registered address, and notices to H shareholders shall be sent in Hong Kong as far as possible;</p> <p>(II) In compliance with applicable laws, administrative regulations and the listing rules of the stock exchange where the Bank's shares are listed, such documents shall be published on the website of the Company or the website designated by the stock exchange where the Bank's shares are listed;</p> <p>(III) Such documents shall be delivered in accordance with other requirements of the stock exchange where the Bank's shares are listed and the Listing Rules.</p>	<p>Notices, materials or written statements of the general meeting shall be dispatched to holders of overseas listed foreign shares with reference to the requirement on the notice period for convening a general meeting set out in the Articles in any of the following ways:</p> <p>(I) Such documents shall be delivered to each holder of overseas listed foreign share by hand or by post at their registered address, and notices to H shareholders shall be sent in Hong Kong as far as possible;</p> <p>(II) In compliance with applicable laws, administrative regulations and the listing rules of the stock exchange where the Bank's shares are listed, such documents shall be published on the website of the Company or the website designated by the stock exchange where the Bank's shares are listed;</p> <p>(III) Such documents shall be delivered in accordance with other requirements of the stock exchange where the Bank's shares are listed and the Listing Rules.</p>
11.	<p>Article 32 Shareholders shall appoint their proxies in writing. The power of attorney shall be executed by appointing shareholders or an attorney duly authorised by them in writing. Where the appointing shareholder is a legal person, the power of attorney shall be executed under its common seal or under the hand of its director or an attorney duly authorised in writing.</p>	<p>Article 32 Shareholders shall appoint their proxies in writing. The power of attorney shall be executed by appointing shareholders or an attorney duly authorised by them in writing. Where the appointing shareholder is a legal person, the power of attorney shall be executed under its common seal or under the hand of its director or an attorney duly authorised in writing, <b>and the proxy attending the general meeting shall be deemed to be a legal person shareholder attending the general meeting in person.</b></p>



No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
12.	<p>Article 37 If the shareholder is a recognized clearing house or its agent as defined in relevant ordinances formulated by Hong Kong from time to time, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting. If more than one person is appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house (or its agent) in exercising <del>its rights</del> at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is an individual shareholder of the Bank.</p>	<p>Article 37 If the shareholder is a recognized clearing house or its agent as defined in relevant ordinances formulated by Hong Kong from time to time, such a shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholders' general meeting, <b>creditors meeting (if applicable)</b>. If more than one person is appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house (or its agent) in exercising <b>the statutory rights (including the right to speak and vote) equal to that of other shareholders</b> at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that person is an individual shareholder of the Bank.</p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
13.	<p>Article 42 The chairman of the Board of Directors should attend the annual general meeting and invite <del>the chairperson</del> the audit committee, remuneration and nomination committee and other committees (as the case may be) to attend the meeting. If <del>the chairperson</del> is unable to attend the meeting, the chairman of the Board of Directors shall invite another member of the committee (or if such member fails to attend the meeting, then his/her appointed delegate) shall attend the meeting. Such person shall be available to answer questions at the annual general meeting. The chairman of the independent board committee (if any) under the Board of Directors should also be available to answer questions at any shareholders' general meeting to approve a connected transaction or any other transaction that requires independent shareholders' approval. The Bank's management should ensure that the external auditors attend the annual general meeting and answer questions related to audit work, the preparation of auditor's report and its content, accounting policies and independence of auditor. The shareholders' general meetings shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting (<del>if the Bank has two or more deputy chairmen, the deputy chairman designated by the chairman shall preside over the meeting; if the chairman does not designate a deputy chairman to preside over the meeting, the deputy chairman elected by more than half of the directors shall preside over the meeting</del>). If the deputy chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall preside over the meeting.</p>	<p>Article 42 The chairman of the Board of Directors should attend the annual general meeting and invite <b>the chairperson or the chairman</b> of the audit committee, remuneration and nomination committee and other committees (as the case may be) to attend the meeting. If the <b>chairperson or the chairman</b> is unable to attend the meeting, the chairman of the Board of Directors shall invite another member of the committee (or if such member fails to attend the meeting, then his/her appointed delegate) shall attend the meeting. Such person shall be available to answer questions at the annual general meeting. The chairman of the independent board committee (if any) under the Board of Directors should also be available to answer questions at any shareholders' general meeting to approve a connected transaction or any other transaction that requires independent shareholders' approval. The Bank's management should ensure that the external auditors attend the annual general meeting and answer questions related to audit work, the preparation of auditor's report and its content, accounting policies and independence of auditor. The shareholders' general meetings shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall preside over the meeting.</p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
	<p>In the event that no such designation or election is made according to the preceding paragraph, a shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over by the <del>chairman of the Board of Supervisors</del>. If the <del>chairman of the Board of Supervisors</del> is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>In the event that no such designation or election is made according to the preceding paragraph, a shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over by the <b>chairman of the Board of Supervisors</b>. If the <b>chairman of the Board of Supervisors</b> is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>
14.	<p>Article 47 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be kept as the Bank's files.</p>	<p>Article 47 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be kept as the Bank's files. <b>The meeting minutes shall be kept permanently.</b></p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
15.	<p>Article 51 The following matters shall be resolved by way of an ordinary resolution at the shareholders' general meeting:</p> <p>(I) the business policies and investment plans of the Bank;</p> <p>(II) the appointment and dismissal of directors and supervisors who are not employees' representatives, and the remunerations of directors and supervisors;</p> <p>(III) the work reports of the Board of Directors;</p> <p>(IV) the work reports of the Board of Supervisors;</p> <p>(V) the annual financial budgets and final accounting plans of the Bank;</p> <p>(VI) the profits distribution proposals and loss recovery plans of the Bank;</p> <p>(VII) the balance sheets, profit statements and other financial statements of the Bank;</p> <p>(VIII) matters other than those required by laws and regulations or the Articles of the Bank to be resolved by a special resolution.</p>	<p>Article 51 The following matters shall be resolved by way of an ordinary resolution at the shareholders' general meeting:</p> <p>(I) The business policies and investment plans of the Bank;</p> <p>(II) The appointment and dismissal of directors and supervisors who are not employees' representatives, and the remunerations of directors and supervisors;</p> <p>(III) The work reports of the Board of Directors;</p> <p>(IV) The work reports of the Board of Supervisors;</p> <p>(V) The annual financial budgets and final accounting plans of the Bank;</p> <p>(VI) The profits distribution proposals and loss recovery plans of the Bank;</p> <p>(VII) The balance sheets, profit statements and other financial statements of the Bank;</p> <p>(VIII) Matters other than those required by laws and regulations, <b>the regulatory rules of the place where the Bank's shares are listed</b> or the Articles of the Bank to be resolved by a special resolution.</p>
16.	<p>Article 52 The following matters shall be resolved by way of a special resolution at the shareholders' general meeting:</p> <p>(I) an increase or reduction of the registered capital of the Bank;</p> <p>(II) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(III) the issuance of bonds or other securities and listing;</p> <p>(IV) amendments to the Articles of the Bank;</p> <p>(V) repurchase of the Bank's shares;</p> <p>(VI) major asset disposal;</p> <p>(VII) share incentives plans;</p> <p>(VIII) any other matter as required by the laws and regulations or the Articles of the Bank, and confirmed by an ordinary resolution at the shareholders' general meeting that it may have material impact on the Bank and shall therefore be approved by a special resolution.</p>	<p>Article 52 The following matters shall be resolved by way of a special resolution at the shareholders' general meeting:</p> <p>(I) an increase or reduction of the registered capital of the Bank;</p> <p>(II) the division, merger, dissolution, liquidation, <b>voluntary winding up</b> or any other change in the corporate form of the Bank;</p> <p>(III) the issuance of bonds or other securities and listing;</p> <p>(IV) amendments to the Articles of the Bank;</p> <p>(V) repurchase of the Bank's shares;</p> <p>(VI) major asset disposal;</p> <p>(VII) share incentives plans;</p> <p>(VIII) <b>remove an independent director;</b></p> <p>(IX) any other matter as required by the laws and regulations, <b>the regulatory rules of the place where the Bank's shares are listed or more than two-thirds of the voting rights held by shareholders present at the meeting regulated</b> by the Articles of the Bank, and confirmed by an ordinary resolution at the shareholders' general meeting that it may have material impact on the Bank and shall therefore be approved by a special resolution.</p>

No.	Original Clause of the Rules of Procedure Regarding General Meeting	Amended Clause of the Rules of Procedure Regarding General Meeting
17.	<p>Article 73 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders' general meeting, shall be entitled to vote on the matters concerning items (II) to (VIII), (XI) to (XII) of Article 72 at the shareholders' class meeting, but shareholders with conflicts of interests therein shall have no voting rights at the shareholders' class meeting.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 31 of the Articles or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in Article 346 of the Articles;</p> <p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 31 of the Articles, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(III) Under a restructuring scheme of the Bank, "shareholders with conflicts of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p>Article 73 The shareholders of a class of share that are affected, whether they originally have voting rights at former shareholders' general meeting, shall be entitled to vote on the matters concerning items (II) to (VIII), (XI) to (XII) of Article 72 at the shareholders' class meeting but shareholders with conflicts of interests therein shall have no voting rights at the shareholders' class meeting.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) If the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 31 of the Articles or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in Article 344 of the Articles;</p> <p>(II) If the Bank has repurchased shares under an off-market agreement in accordance with Article 31 of the Articles, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(III) Under a restructuring scheme of the Bank, "shareholders with conflicts of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>

## Comparison Table of Amendments to the Rules of Measures for Equity Management

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
1.	<p>Article 1 These Measures of Jiangxi Bank Co., Ltd. (the “Bank”) to strengthen the standardized equity management of the Bank, regulate the behavior of the Bank’ shareholders, protect the legitimate rights and interests of the Bank, depositors and other customers, safeguard the legitimate interests of the Bank’s shareholders, and promote the sustained and sound development of the Bank, are formulated in accordance with the Company Law of the People’s Republic of China, Securities Laws of the PRC, Administrative Measures for Registration and Settlement of Securities, Notice of Centralized Registration and Deposit of Non-overseas Listed Shares of Companies Listed on an Overseas Stock Exchange Issued by the CSRC, Interim Measures for Management of Commercial Bank Equity, and other relevant laws, regulations, rules and regulatory documents (collectively “laws and regulations”) as well as the Articles of Association of Jiangxi Bank Co., Ltd. (“Articles of Association of the Bank”).</p>	<p>Article 1 These Measures of Jiangxi Bank Co., Ltd. (the “Bank”) to strengthen the standardized equity management of the Bank, regulate the behavior of the Bank’ shareholders, protect the legitimate rights and interests of the Bank, depositors and other customers, safeguard the legitimate interests of the Bank’s shareholders, and promote the sustained and sound development of the Bank, are formulated in accordance with the Company Law of the People’s Republic of China, Securities Laws of the PRC, Administrative Measures for Registration and Settlement of Securities, Notice of Centralized Registration and Deposit of Non-overseas Listed Shares of Companies Listed on an Overseas Stock Exchange Issued by the CSRC, Interim Measures for Management of Commercial Bank Equity, <b>Code of Corporate Governance for Banking and Insurance Institutions, Notice of the General Office of the CBIRC on Further Strengthening the Management of Shareholders’ Commitments of Banking and Insurance Institutions</b> and other relevant laws, regulations, rules and regulatory documents (collectively “laws and regulations”) as well as the Articles of Association of Jiangxi Bank Co., Ltd. (“Articles of Association of the Bank”).</p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
2.	<p>Article 5 The Office of the Board of Directors of the Bank (the “Board Office”), authorized by the Board of Directors as a daily management department for handling the equity affairs of the Bank, shall be responsible for the preliminary review of the shareholders’ qualifications, verify the information of substantial shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries and follow up the changes thereof, cooperate with the Bank’s shareholders and China Securities Depository and Clearing Corporation Limited in equity management, and assist the Board of Directors in the management of pledge of equity interest.</p>	<p>Article 5 The Office of the Board of Directors of the Bank (the “Board Office”), authorized by the Board of Directors as a daily management department for handling the equity affairs of the Bank, <b>and shall be responsible for the collection, sortation, submission and registration of information relating to share transfer and pledge;</b> shall be responsible for the preliminary review of the shareholders’ qualifications, verify the information of substantial shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries and follow up the changes thereof, cooperate with the Bank’s shareholders and China Securities Depository and Clearing Corporation Limited in equity management, and assist the Board of Directors in the management of pledge of equity interest.</p>
3.	<p>Article 8 The register of shareholders of the Bank is a sufficient evidence to prove that the shareholders hold non-overseas listed shares of the Bank. The shareholders shall enjoy rights and assume obligations according to the class of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. Shareholders of the Bank shall enjoy and exercise their rights and assume their obligations in accordance with relevant laws and regulations, the Articles of Association and the Measures.</p>	<p>Article 8 The register of shareholders of the Bank is a sufficient evidence to prove that the shareholders hold non-overseas listed shares of the Bank. The shareholders shall enjoy rights and assume obligations according to the class <b>and amount</b> of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations <b>in respect of each share of such class held.</b> Shareholders of the Bank shall enjoy and exercise their rights and assume their obligations in accordance with relevant laws and regulations, the Articles of Association and the Measures.</p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
4.	<p>Article 14 A domestic non-financial institution as a shareholder of the Bank shall meet the following conditions:</p> <p>(I) Be established according to law and have the capacity of a legal person;</p> <p>(II) Having a good corporate governance structure or an effective organizational management method;</p> <p>(III) Having a good social reputation, integrity record and tax payment record, and being able to repay the principal and interest of the loan to the financial institution in full and on time;</p> <p>(IV) Having a long development period and stable operating conditions;</p> <p>(V) Having a strong operation and management capabilities and financial strength;</p> <p>(VI) Good financial status and continuous profitability in the last three financial years;</p> <p>(VII) 30% of the net assets after the year-end distribution (on the basis of the consolidated financial statements);</p> <p>(VIII) The balance of equity investment shall not, in principle, exceed 50% of the net assets of the enterprise (on the basis of consolidated financial statements), except for investment companies and holding companies specified by the State Council;</p> <p>(IX) The capital invested shall be self-owned funds and shall not be invested with non-self-owned funds such as entrusted funds and debt funds, unless otherwise provided by laws and regulations;</p> <p>(X) Other prudential requirements imposed by CBIRC.</p>	<p>Article 14 A domestic non-financial institution as a shareholder of the Bank shall meet the following conditions:</p> <p>(I) Be established according to law and have the capacity of a legal person;</p> <p>(II) Having a good corporate governance structure or an effective organizational management method;</p> <p>(III) Having a good social reputation, integrity record and tax payment record, and being able to repay the principal and interest of the loan to the financial institution in full and on time;</p> <p>(IV) Having a long development period and stable operating conditions;</p> <p>(V) Having a strong operation and management capabilities and financial strength;</p> <p>(VI) Good financial status and continuous profitability in the last three financial years;</p> <p>(VII) 30% of the net assets after the year-end distribution (on the basis of the consolidated financial statements);</p> <p>(VIII) The balance of equity investment shall not, in principle, exceed 50% of the net assets of the enterprise (on the basis of consolidated financial statements), except for investment companies and holding companies specified by the State Council;</p> <p>(IX) The capital invested shall be self-owned funds and shall not be invested with non-self-owned funds such as entrusted funds and debt funds, unless otherwise provided by laws, regulations <b>or regulatory systems</b>;</p> <p><b>(X) The shareholding ratio and the number of shareholding institutions comply with the regulatory requirements, and the shares of the Bank shall not be held by proxy or on behalf of others;</b></p> <p>(XI) Other prudential requirements imposed by CBIRC.</p>



No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
5.	<p>Article 19 The shareholders of the Bank (including new enterprises that invest in the Bank and original shareholders) shall promptly, completely, truthfully, and accurately report to the <del>Board Office</del> about their related parties, their related relationship or acting-in-concert relationship with other shareholders, and shareholding in other city commercial banks; and substantial shareholders shall enunciate their shareholding structure to the level of actual controllers and ultimate beneficiaries, and specify their related relationship or acting-in-concert relationship with other shareholders. Where any shareholder conceals the related relationship, upon verification by the CBIRC or its agencies, restrictions may be imposed on the rights of the shareholders and supervisors despatched by the shareholder entity; where any shareholder engages in related party transactions in violation of applicable laws or regulations, the CBIRC or its agencies will re-examine or cancel the shareholder's qualification; and such a shareholder causing damage to the Bank shall bear the responsibilities of compensation.</p>	<p>Article 19 The shareholders of the Bank (including new enterprises that invest in the Bank and original shareholders) shall promptly, completely, truthfully, and accurately report to the <b>Bank</b> about their related parties, their related relationship or acting-in-concert relationship with other shareholders, and shareholding in other city commercial banks; and substantial shareholders shall enunciate their shareholding structure to the level of actual controllers and ultimate beneficiaries, and specify their related relationship or acting-in-concert relationship with other shareholders. Where any shareholder conceals the related relationship, upon verification by the CBIRC or its agencies, restrictions may be imposed on the rights of the shareholders and supervisors despatched by the shareholder entity; where any shareholder engages in related party transactions in violation of applicable laws or regulations, the CBIRC or its agencies will re-examine or cancel the shareholder's qualification; and such a shareholder causing damage to the Bank shall bear the responsibilities of compensation.</p>
6.		<p><b>Article 20 For a shareholder that breaches commitments, makes any false statement, abuses shareholders' rights or otherwise harms the interests of the Bank, the CBIRC may restrict or prohibit related party transactions between the Bank and the shareholder, restrict his/her limit of equity held in the Bank and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.</b></p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
7.	<p>Article 23 The shareholder qualification of the person who intends to invest in the Bank Article shall be reviewed according to the following procedures:</p> <p>(I) The Bank's Board Office conducts a preliminary review of the shareholder qualification of the person who intends to invest in the Bank according to relevant laws and regulations and these Measures, sends the Notice on Conditions of the Shareholder Qualification for the Bank (refer to Appendix 1 for details) to the eligible person, and archives the receipt affixed with the person's signature. The Board Office will explain the situation to the person who is not eligible, and if the person who intends to invest in the Bank has been a shareholder of the Bank or falls under any of the circumstances as stipulated items (II) and (III) of this article, the Board Office shall mark the person on the Notice on Conditions of the Shareholder Qualification for the Bank.</p> <p>(II) In case the person who intends to invest in the Bank, after investment, intends to hold or accumulate more than 5% of the total shares of the Bank for the first time individually or jointly with the related parties thereof and persons acting in concert, and a foreign financial institution has invested in the Bank, the application of such a person for changing equity interests shall be handled, reviewed, and decided by CBIRC Jiangxi Office.</p> <p>If the person intends to hold more than 5% of the total shares of the Bank through domestic and overseas stock markets, the approval of the specific administrative license will be valid for six months.</p>	<p><b>Article 24</b> The shareholder qualification of the person who intends to invest in the Bank Article shall be reviewed according to the following procedures:</p> <p>(I) The Bank's Board Office conducts a preliminary review of the shareholder qualification of the person who intends to invest in the Bank according to relevant laws and regulations and these Measures, sends the Notice on Conditions of the Shareholder Qualification for the Bank (refer to Appendix 1 for details) to the eligible person, and archives the receipt affixed with the person's signature. The Board Office will explain the situation to the person who is not eligible, and if the person who intends to invest in the Bank has been a shareholder of the Bank or falls under any of the circumstances as stipulated items (II) and (III) of this article, the Board Office shall mark the person on the Notice on Conditions of the Shareholder Qualification for the Bank.</p> <p>(II) In case the person who intends to invest in the Bank, after investment, intends to hold or accumulate more than 5% of the total shares of the Bank for the first time individually or jointly with the related parties thereof and persons acting in concert, <b>it shall report to the CBIRC Jiangxi Office for approval in advance.</b></p> <p>If the person intends to hold more than 5% of the total shares of the Bank through domestic and overseas stock markets, the approval of the specific administrative license will be valid for six months.</p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
	<p>(III) In case the person who intends to invest in the Bank, after investment, intends to hold more than 1% but less than 5% of the total shares of the Bank individually or jointly with the related parties thereof and persons acting in concert, the Bank shall report the application for changing equity interests for filing by CBIRC Jiangxi Office within ten working days after the change of equity interests.</p> <p>(IV) If the eligible person who intends to invest in the Bank is the legal person and does not fall under any of the circumstances as stipulated items (II) and (III) of this article, the application shall be examined and <del>approved by the Board of Directors</del> of the Bank.</p> <p>The person who intends to invest in the Bank shall assist the Bank's Board Office in submitting the application to CBIRC Jiangxi Office or filing the application.</p> <p>Apart from cases in which investors holding equity interests of commercial banks as authorized by the State Council, financial institutions of the banking industry, and entities otherwise prescribed by laws and regulations invest in commercial banks and in which investors merge and reorganize high-risk commercial banks as authorized by CBIRC, if the person who intends to invest in the Bank and his related parties and parties acting in concert, as substantial shareholders, invest in two commercial banks or control one commercial bank, the person shall not be allowed to invest in the Bank.</p>	<p>(III) In case the person who intends to invest in the Bank, after investment, intends to hold more than 1% but less than 5% of the total shares of the Bank individually or jointly with the related parties thereof and persons acting in concert, <b>the application shall be examined by the Bank</b> and the Bank shall report to CBIRC Jiangxi Office within ten working days after obtaining the corresponding equity.</p> <p>(IV) If the eligible person who intends to invest in the Bank is the legal person and does not fall under any of the circumstances as stipulated items (II) and (III) of this article, <b>the qualification of the shareholder shall be examined by the Board office</b> of the Bank.</p> <p>The person who intends to invest in the Bank shall assist the Bank's Board Office in submitting the application to CBIRC Jiangxi Office or filing the application.</p> <p>Apart from cases in which investors holding equity interests of commercial banks as authorized by the State Council, financial institutions of the banking industry, and entities otherwise prescribed by laws and regulations invest in commercial banks and in which investors merge and reorganize high-risk commercial banks as authorized by CBIRC, if the person who intends to invest in the Bank and his related parties and parties acting in concert, as substantial shareholders, invest in two commercial banks or control one commercial bank, the person shall not be allowed to invest in the Bank.</p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
8.	<p>Article 25 In the event of equity transfer, the transferer or transferee of overseas unlisted shares shall go through the formalities of registration of equity change at China Securities Depository and Clearing Corporation Limited pursuant to the provisions thereof. If the person who intends to invest in the Bank falls under any of the circumstances as stipulated in (II) and (III) of Article 23 of these Measures, the person shall provide the approval, record and other documents of CBIRC Jiangxi Office to China Securities Depository and Clearing Corporation Limited. If the above formalities are not completed, the transfer shall be deemed unsuccessful, and the relevant consequences shall be borne by both parties to the transaction. The Bank and China Securities Depository and Clearing Corporation Limited shall take no responsibility for the consequences.</p>	<p><b>Article 26</b> In the event of equity transfer, the transferer or transferee of overseas unlisted shares shall go through the formalities of registration of equity change at China Securities Depository and Clearing Corporation Limited pursuant to the provisions thereof. If the person who intends to invest in the Bank falls under any of the circumstances as stipulated in (II) and (III) of Article 24 of these Measures, the person shall provide the approval, record and other documents of CBIRC Jiangxi Office to China Securities Depository and Clearing Corporation Limited. If the above formalities are not completed, the transfer shall be deemed unsuccessful, and the relevant consequences shall be borne by both parties to the transaction. The Bank and China Securities Depository and Clearing Corporation Limited shall take no responsibility for the consequences.</p> <p><b>The transfer of the Bank's shares shall comply with the regulations of relevant regulatory authorities such as the banking regulatory authorities.</b></p>
9.	<p>Article 27 In respect of equity change arising from the division, merger, liquidation, cancellation, death, or enforcement of the Bank's shareholders, please refer to <del>Articles 22, 23, and 25</del> of these Measures.</p>	<p><b>Article 28</b> In respect of equity change arising from the division, merger, liquidation, cancellation, death, or enforcement of the Bank's shareholders, please refer to <b>Articles 23, 24, and 26</b> of these Measures.</p>
10.	<p>Article 28 The Bank's shareholders shall inform the Board of Directors of the Bank in advance of the pledge of their equity interests in the Bank and shall comply with the laws and regulations and shall not harm the interests of other shareholders and the Bank.</p>	<p><b>Article 29</b> Shareholders of the Bank shall inform the Board of Directors of the Bank in advance if they <b>transfer or</b> pledge their equity interests in the Bank, <b>or enter into related party transactions with the Bank</b>, and shall comply with laws, regulations <b>and regulatory requirements</b>, and shall not harm the interests of other shareholders and the Bank.</p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
11.	<p>Article 33 Shareholders shall be in accordance with laws and regulations and regulatory requirements, full disclosure of relevant information, subject to social supervision.</p>	<p><b>Article 34</b> Shareholders <b>shall abide by the laws and regulations, regulatory requirements and the Articles, comply with the resolutions of the shareholders' general meeting</b>, and be in accordance with laws and regulations and regulatory requirements, full disclosure of relevant information, subject to social supervision.</p>
12.	<p>Article 34 Shareholders shall fulfill their capital contribution obligations in strict accordance with laws and regulations and the Bank's Articles of Association.</p> <p>Shareholders shall use their self-owned funds from legitimate sources to invest in the Bank's share capital, and shall not be invested with non-self-owned funds such as entrusted funds and debt funds, unless otherwise provided by laws and regulations.</p>	<p><b>Article 35</b> Shareholders shall fulfill their capital contribution obligations in strict accordance with laws and regulations and the Bank's Articles of Association.</p> <p>Shareholders shall use their self-owned funds from legitimate sources to invest in the Bank's share capital, and shall not be invested with non-self-owned funds such as entrusted funds and debt funds, unless otherwise provided by laws, regulations <b>or regulatory systems</b>.</p> <p><b>Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations.</b></p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
13.	<p>Article 35 When substantial shareholders subscribe shares of the Bank, they shall make a written commitment to comply with laws and regulations, and the Articles of Association of the Bank, and shall explain their purpose of subscribing shares of the Bank.</p>	<p><b>Article 36</b> When substantial shareholders subscribe shares of the Bank, they shall make a written commitment to comply with laws and regulations, and the Articles of Association of the Bank <b>in accordance with the Notice of the General Office of the CBIRC on Further Strengthening the Management of Shareholders' Commitments of Banking and Insurance Institutions (see Annex II for details)</b>, and shall explain their purpose of subscribing shares of the Bank. <b>The commitments made by substantial shareholders of corporate legal entities shall be subject to the necessary internal approval procedures of the Board of Directors or the general meeting in accordance with laws and regulations, regulatory requirements and the Articles of Association. The performance of undertakings by substantial shareholders shall be determined by the Board of Directors. The Board of Directors shall adopt measures for shareholders in breach of the undertakings, which shall be implemented after being considered and approved at the general meeting, and the relevant shareholders or shareholder representatives shall abstain from voting.</b></p>
14.	<p>Article 36 If the Bank is subject to measures such as risk disposal or receivership by the banking regulatory authorities due to major risk events or material breach of laws and regulations, the shareholders shall actively cooperate with the banking regulatory authorities to carry out the risk disposal and other work.</p>	<p><b>Article 37</b> If the Bank is subject to measures such as risk disposal or receivership by the banking regulatory authorities due to major risk events or material breach of laws and regulations, <b>the shareholders shall cooperate with the regulatory authorities to carry out the investigation and risk disposal.</b></p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
15.	<p>Article 39 Substantial shareholders shall strictly comply with laws and regulations and the Articles of Association to exercise the rights of investors and perform their obligations. They shall not abuse their rights as shareholders to interfere or use their influence to intervene in the decision-making power and management rights of the Board of Directors and the senior management pursuant to the Articles of Association of the Bank. They shall not bypass the Board of Directors and the senior management to directly interfere or use their influence to interfere with the operation and management of the Bank, transfer benefits, or otherwise harm the legitimate rights and interests of depositors, the Bank and other shareholders.</p>	<p><b>Article 40 Shareholders of the Bank and their controlling shareholders and de facto controllers shall not impose undue indicator pressures on the Bank or interfere with the Bank’s daily business affairs;</b> shall strictly comply with laws and regulations and the Articles of Association to exercise the rights of investors. <b>They shall not seek improper benefits, and shall not intervene in the decision-making power and management rights of the Board of Directors and the senior management pursuant to the Articles of Association.</b> They shall not bypass the Board of Directors and the senior management to directly interfere with the operation and management of the Bank, and shall not harm the interests of the Bank and the legitimate rights and interests of other stakeholders.</p>
16.	<p>Article 40 Substantial shareholders shall undertake in writing to replenish the Bank with capital when necessary in accordance with laws and regulations, and report their capital replenishment capacity to the banking regulatory authorities through the Bank on an annual basis.</p>	<p><b>Article 41</b> Substantial shareholders shall undertake in writing to replenish the Bank with capital when necessary in accordance with laws and regulations, and report their capital replenishment capacity to the banking regulatory authorities through the Bank on an annual basis. <b>Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders.</b></p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
17.		<p>Article 45 Shareholders, controlling shareholders and de facto controllers of the Bank shall not abuse their rights or exploit their related relationship to harm the legitimate interests of the Bank or other shareholders and stakeholders; not to abuse the Bank's status as an independent legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the laws. If a shareholder abuses the Bank's status as an independent legal entity and the limited liability of shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank.</p>



No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
18.	<p>Article 44 Substantial shareholders shall report the following information to the Bank in a timely, accurate and complete manner:</p> <p>(I) Their operating conditions, financial information and shareholding structures;</p> <p>(II) The sources of their funds used to acquire the Bank's equity;</p> <p>(III) Their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries and any changes thereof;</p> <p>(IV) <del>Any of their shareholdings in the Bank that is subject to litigation preservation measures or law enforcement;</del></p> <p>(V) Any of their shareholdings in the Bank that is pledged or released;</p> <p>(VI) <del>Any change in their names;</del></p> <p>(VII) Any merger or division;</p> <p>(VIII) Any regulatory measures imposed on them such as suspension of business for rectification, designated custody, take-over or revocation, or any entry into proceedings in relation to dissolution, bankruptcy or liquidation;</p> <p>(IX) Any other circumstances that may cause changes to their shareholder qualifications or lead to changes in their share holding of the Bank.</p> <p>Substantial shareholders shall report the information set out in (I), (III) to <del>(IX)</del> above to the Bank in a timely manner after the completion of the audit every year; At the same time, substantial shareholders shall report the changes to the Bank within ten working days from the date of the aforesaid changes.</p>	<p><b>Article 46</b> Substantial shareholders shall report the following information to the Bank in a timely, accurate and complete manner:</p> <p>(I) Their operating conditions, financial information and shareholding structures;</p> <p>(II) The sources of their funds used to acquire the Bank's equity;</p> <p>(III) Their controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries <b>and investments in other financial institutions</b> and any changes thereof;</p> <p>(IV) <b>The shares of the Bank held by the shareholders are subject to litigation, arbitration or legal enforcement measures, pledged or released pledge by judiciary authorities;</b></p> <p>(V) Any of their shareholdings in the Bank that is pledged or released;</p> <p>(VI) <b>Any change in their names, places of business, business scopes and other material matters;</b></p> <p>(VII) Any merger or division;</p> <p>(VIII) Any regulatory measures imposed on them such as suspension of business for rectification, designated custody, take-over or revocation, or any entry into proceedings in relation to dissolution, bankruptcy or liquidation;</p> <p>(IX) <b>Any change in their legal representatives, company names, places of business, business scopes and other material matters;</b></p> <p>(X) Any other circumstances that may cause changes to their shareholder qualifications or lead to changes in their share holding of the Bank.</p> <p>Substantial shareholders shall report the information set out in (I), (III) to (X) above to the Bank in a timely manner after the completion of the audit every year; At the same time, substantial shareholders shall report the changes to the Bank within ten working days from the date of the aforesaid changes. <b>Substantial shareholders shall cooperate with the Bank to carry out dynamic management of related party transactions.</b></p>

No.	Existing Provisions in the Measures for Equity Management	Amended Provisions in the Measures for Equity Management
19.	<p>Article 51 Item (IV)</p> <p>A related party refers to, according to the Accounting Standards for Business Enterprises No. 36 Related Party Disclosure, a party who controls or jointly controls or exerts significant influence on another party, or two or more parties are subject to the control, joint control or significant influence of the same party. However, enterprises controlled by the State are related to one another not only as they are all controlled by the State.</p>	<p>Article 51 Item (IV)</p> <p>A related party refers to natural person, legal person or unincorporated organization that one party controls the other party or exercises significant influence over the other party, and are under common control or significant influence with the Bank.</p>
20.		<p><b>Annex II</b></p> <p><b>Template of Commercial Bank Substantial Shareholders' Commitment</b></p>

**Behavior Supervision Measures for Major Shareholder of Jiangxi Bank Co., Ltd.****CHAPTER I GENERAL PROVISIONS**

**Article 1** These Measures are formulated to strengthen the corporate governance supervision of Jiangxi Bank Co., Ltd. (the Bank), regulate the behavior of major shareholders, and protect the legitimate rights and interests of the Bank and stakeholders, in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Banking Supervisory and Administrative Law of the People’s Republic of China (the “Banking Supervisory and Administrative Law”), the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Measures for the Supervision and Administration of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) and other relevant laws and regulations.

**CHAPTER II MAJOR SHAREHOLDERS**

**Article 2** A substantial shareholder referred to in this measure shall mean a shareholder who satisfies any one of the following conditions:

- (1) holding more than 10% equity interest in the Bank;
- (2) holding the largest number of equities in the Bank and holding not less than 5% of the shares (including shareholders with the same shareholding);
- (3) nominating more than two directors;
- (4) being considered by the Board of Directors of the Bank as having controlling influence on the Bank’s operation and management;
- (5) other circumstances as determined by the China Banking and Insurance Regulatory Commission (the CBIRC) or its local offices.

The shareholding percentages of the Bank’s shareholders, their related parties and parties acting in concert are aggregated. If the total shareholding ratio meets the above requirements, the relevant shareholders shall be deemed as major shareholders.

## CHAPTER III SHAREHOLDING

**Article 3** Major shareholders shall fully understand the Bank's industry attributes, risk characteristics, prudent operation rules, as well as the rights and obligations of major shareholders, actively safeguard the Bank's stable operation and financial market stability, protect consumer rights and interests, and support the Bank to better serve the real economy and prevent and control financial risks.

**Article 4** Major shareholders shall strengthen capital constraints, maintain a moderate level of leverage, make scientific arrangements for investment of the Bank, ensure that the investment behavior is in line with own capital scale, continuous capital contribution ability and operation management level, and the number of investments in the Bank shall comply with relevant regulatory requirements.

**Article 5** Major shareholders shall use their own funds from legitimate sources to contribute to the share capital of the Bank, and shall not use non-self-owned funds such as entrusted funds and debt funds to subscribe for shares, unless otherwise provided by laws, regulations or regulatory systems.

After obtaining the equity interest, the major shareholders shall inform the Bank of its financial information and source of capital for subscription in a timely manner, and explain the source of capital in detail when submitting to the CBIRC and its local offices for approval and filing, and actively cooperate with the CBIRC and its local offices and the Bank in reviewing the source of capital.

**Article 6** Major shareholders shall specify each level of their shareholding structure, including the de facto controller and ultimate beneficiary, as well as the connected relationships or relations on acting in concert between them and other shareholders, and notify the Bank in writing in a timely manner when the aforesaid related party relationship changes, so as to ensure the authenticity and transparency of the equity relationship, and strictly prohibit concealing the de facto controller, concealing the related party relationship, holding the shares on behalf of others, making private agreements and other illegal acts.

**Article 7** Unless otherwise provided by the State Council, the major shareholders and the Bank shall not directly or indirectly hold any cross-shareholding.

**Article 8** Where a substantial shareholder pledges 50% or more of its equity interests in the Bank, the substantial shareholder and its nominated directors shall not exercise the voting rights at the shareholders' general meeting and the Board of Directors until the relevant circumstances have disappeared.

Major shareholders shall not use their equity interests in the Bank to provide guarantee for the debts of the shareholders themselves and their related parties, and shall not use the form of equity pledge to transfer the equity interests of the Bank on behalf of the Bank, illegal related shareholding and in disguised form.

The major shareholders shall timely, accurately and completely inform the Bank in writing of the pledge and settlement information of the equity interests held by them, which shall be disclosed by the Bank in the annual report.

**Article 9** Major shareholders shall pay attention to long-term investment and value investment not for the purpose of speculative cashing out; shall maintain the relative stability of the Bank's shareholding structure, and shall not transfer or transfer the equity held by them in disguised form within the restricted transfer period, except in cases of judicial ruling, administrative allocation or order of transfer by the CBIRC and its local offices.

#### **CHAPTER IV GOVERNANCE PRACTICES**

**Article 10** Major shareholders shall perform their duties in accordance with laws, regulations, regulatory requirements and the Articles of Association of the Bank, participate in corporate governance in a legal and effective manner, and strictly prohibit abuse of shareholders' rights or use of related relations to damage the legitimate rights and interests of the Bank or other shareholders and stakeholders.

**Article 11** Major shareholders shall support the Bank to establish an independent and sound corporate governance structure with effective checks and balances, and encourage the Bank to organically integrate Party leadership with corporate governance.

**Article 12** Major shareholders shall duly exercise their rights as shareholders through corporate governance procedures to safeguard the independent operation of the Bank, and are strictly prohibited from improperly interfering with or restricting the Bank through the following means, unless otherwise provided by laws and regulations or approved by the CBIRC:

- (1) to establish pre-approval procedures for the resolutions of the shareholders' general meeting and the board of directors;
- (2) to interfere with the normal selection and appointment procedures of the Bank's staff, or to directly appoint or remove staff members outside the general meeting and the Board;
- (3) to interfere with the performance evaluation of directors, supervisors and other staff of the Bank;
- (4) to interfere with the Bank's normal business decision-making procedures;

- (5) to interfere with the financial and accounting activities of the Bank, such as financial accounting, transfer of funds, asset management and expense management;
- (6) to issue business plans or instructions to the Bank;
- (7) to require the Bank to grant loans or provide guarantees;
- (8) to interfere with the independent operation of the Bank in any other form.

**Article 13** A substantial shareholder may appoint a proxy to attend shareholders' general meetings of the Bank, but the proxy shall not be a shareholder or any of its related parties, persons acting in concert, directors and supervisors nominated by it. Major shareholders shall not accept the entrustment of non-related parties and persons acting in concert to attend the shareholders' general meeting of the Bank.

**Article 14** Where a major shareholder is an institutional investor such as an equity investment fund, it shall disclose its corporate governance and voting policies to the ultimate beneficiaries of the equity interests held by it and the Bank, including the relevant procedures for determining the use of voting rights.

**Article 15** Major shareholders shall exercise their rights to nominate directors of the Bank in a prudent manner to ensure that the nominees comply with relevant regulatory requirements. Major shareholders are encouraged to select and appoint candidates for directors to be nominated through market-oriented methods to continuously improve the professionalism of directors.

**Article 16** Directors nominated by major shareholders shall perform their duties independently based on professional judgment and treat all shareholders fairly. They shall make independent, professional and objective decisions based on the principle of safeguarding the maximization of the overall interests of the Bank, and shall be liable for the decisions made in accordance with the law, and shall not damage the legitimate rights and interests of the Bank and other stakeholders.

**Article 17** In principle, major shareholders and staff of the enterprise groups where they are located shall not concurrently serve as senior management of the Bank, unless the regulatory authorities have determined that the Bank is in the process of risk disposal and recovery, and the major shareholder is a financial enterprise under management of central government.

**Article 18** The major shareholders shall strengthen the supervision of the performance of duties of the directors and supervisors nominated by them in accordance with the law, and shall make timely adjustments to those who fail to perform their duties in accordance with the laws and regulations, the Articles of Association of the Bank and regulatory requirements.

## CHAPTER V TRANSACTION BEHAVIOR

**Article 19** Major shareholders shall comply with laws and regulations and relevant provisions of the CBIRC on related party transactions to ensure the transparency and fairness of transactions with the Bank.

**Article 20** Major shareholders are strictly prohibited from engaging in improper related party transactions with the Bank or obtaining improper benefits by taking advantage of their influence on the Bank in the following ways:

- (1) to obtain bank credit such as loans, bill acceptance and discounting, bond investment, special purpose vehicle investment, etc. on the conditions of similar transactions with non-related parties;
- (2) to illegally occupy or control the funds or other interests of the Bank by means of loans or guarantees, etc;
- (3) to issue relevant expenses which are unreasonably borne by the Bank the or shall be borne by the major shareholders and their related parties;
- (4) to purchase or lease the Bank's assets on terms more favorable than those for similar transactions with non-related parties, or sell or lease assets of inferior quality to the Bank;
- (5) to use the Bank's intangible assets free of charge or on terms more favorable than those for similar transactions with non-related parties, or charging the Bank excessive use fees for intangible assets;
- (6) to take advantage of the position as a substantial shareholder to seek business opportunities which belong to the Bank;
- (7) to use the Bank's undisclosed information or trade secrets for profit;
- (8) to conduct improper related party transactions or obtain improper benefits by other means.

**Article 21** Major shareholders shall fully assess the necessity and rationality of related party transactions with the Bank, and strictly prohibit them from evading the review of related party transactions by concealing related party relationships, splitting transactions, and extending the financing chain through embedded transactions. Major shareholders are encouraged to reduce the number and scale of related party transactions with the Bank, enhance the independence of the Bank and improve its market competitiveness.

**Article 22** In conducting major related party transactions with the Bank, major shareholders and their related parties shall cooperate to provide relevant materials in accordance with relevant regulations and regulatory requirements, and submit to the Board of Directors for approval after review by the Related Party Transactions Control Committee of the Bank, and the Bank shall report and disclose according to regulations.

**Article 23** Major shareholders shall cooperate with the Bank in the dynamic management of related party transactions, timely calculate the cumulative amount of related party transactions, monitor whether the relevant provisions on the concentration of related party transactions are met, regularly provide the Bank with the overall situation of related party transactions, and take corresponding measures in a timely manner according to the Bank's early warning reminders.

**Article 24** In the case of non-public issuance of bonds by major shareholders, the Bank shall not provide guarantee for them and shall not purchase bonds directly or through financial products.

#### **CHAPTER VI RESPONSIBILITIES AND OBLIGATIONS**

**Article 25** Major shareholders shall comply with laws, regulations, regulatory requirements and the Articles of Association of the Bank, earnestly study and implement the relevant regulations and policies of the CBIRC, strictly abide by self-discipline, practice the principle of good faith, exercise the rights of major shareholders in good faith, and shall not use the position of major shareholders to damage the legitimate rights and interests of the Bank, other shareholders and other stakeholders; shall not abuse the independent status of the Bank as a legal person and the limited liability of shareholders to damage the interests of the Bank's creditors; shall be liable for compensation if the major shareholders abuse the rights of shareholders to cause losses to the Bank or other shareholders; if the major shareholders abuse the independent status of the Bank as a legal person and the limited liability of shareholders to evade debts, and seriously damage the interests of the Bank's creditors, they shall be jointly.

**Article 26** The proportion of shareholdings of major shareholders shall comply with regulatory requirements and shall not entrust others or accept others' entrustment to hold shares of the Bank. Unless otherwise provided by laws and regulations, the shares shall not be withdrawn.

**Article 27** In the event that the Bank experiences major risk events or major violations of laws and regulations, and the CBIRC or its local offices takes measures such as risk disposal or takeover, the major shareholders shall actively cooperate to carry out risk disposal, strictly implement relevant regulatory measures and requirements, actively maintain the stability of the Bank's operation, and bear the responsibilities and obligations of shareholders in accordance with the law.



**Article 28** Where the CBIRC and its local offices conduct on-site inspections and investigations on the Bank in accordance with the law, the major shareholders shall actively cooperate with the relevant measures taken by the regulatory authorities and strictly implement the relevant regulatory requirements.

**Article 29** Major shareholders shall strictly perform the obligation of information submission in accordance with the regulatory requirements, formulate and improve the internal work procedures, clarify the scope, content, review procedures and responsible departments of information submission, etc., and ensure that the information submission is timely, true, accurate and complete, and shall not contain false records, misleading statements or material omissions.

Major shareholders shall truthfully inform the Bank of such information as financial information, shareholding structure, source of capital for subscription, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries and investment in other financial institutions in accordance with laws, regulations and regulatory requirements.

For the major shareholders who should have obtained approval from the regulatory authorities but failed to obtain it or failed to report it to the regulatory authorities, the Bank shall have the right to restrict the exercise of such rights as the right to request the convening of the shareholders' general meeting, the right to vote, the right to nominate, the right to propose and the right to dispose of.

**Article 30** Major shareholders shall actively cooperate with the Bank in reputational risk management, guide positive public opinions and maintain the Bank's brand image.

When major shareholders monitor reports or rumours related to them that may have a significant impact on the Bank, they shall promptly report relevant matters to the Bank.

**Article 31** Major shareholders shall strengthen the risk isolation between the Bank and non-licensed financial institutions such as other microfinance companies and guarantee companies, and shall not make improper publicity in the name of the Bank, and shall not confuse the products and services between the Bank and non-licensed financial institutions, or amplify the credit of non-licensed financial institutions to seek improper benefits.

**Article 32** The major shareholders shall support the preparation and implementation of the Bank's medium-term and long-term capital plan according to the Bank's development strategy, business plan and risk profile, promote the matching of the Bank's capital needs and capital replenishment capabilities, and ensure that the Bank's capital continuously meets regulatory requirements.

**Article 33** Major shareholders shall support the Bank's multi-channel and sustainable capital replenishment, optimize the capital structure, and enhance the ability to serve the real economy and resist risks.

When the CBIRC and its local offices order the Bank to replenish its capital in accordance with the law, if the Bank fails to replenish its capital by means other than capital increase, the major shareholder shall fulfill the capital replenishment obligation and make a long-term commitment to the Bank in writing for capital replenishment as part of the Bank's capital planning. If the shareholders fail to fulfill the commitment, the Bank has the right to limit their rights; if a substantial shareholder does not have the ability to replenish capital or does not participate in the capital increase, it shall not hinder other shareholders or investors to adopt a reasonable plan to increase capital or the entry of qualified new shareholders.

**Article 34** Major shareholders shall support the Bank to adjust its profit distribution policy according to its own operating conditions, risk profile, capital plan and market environment, and balance the relationship between cash dividends and capital replenishment. The major shareholders shall support the Bank to reduce or not distribute cash dividends in any of the following circumstances:

- (1) the capital adequacy ratio at the end of the year is less than 10.5% after audition;
- (2) failures to meet solvency standards;
- (3) the corporate governance assessment results are lower than C or the regulatory rating is lower than 3;
- (4) provision for loan losses is lower than regulatory requirements or the ratio of non-performing loans exceeds 5%;
- (5) the Bank has major risk events or major violations of laws and regulations;
- (6) other circumstances that the CBIRC and its local offices deem not to distribute dividends.

**Article 35** In accordance with regulatory requirements, the major shareholders shall make written undertakings on relevant responsibilities and obligations and actively perform the undertakings. The Bank has the right to limit the rights of major shareholders who have issued false undertakings or failed to perform the undertakings.

**Article 36** Major shareholders shall encourage the support of all shareholders, especially minority shareholders, to conduct proper communication and negotiation on the exercise of shareholders' rights and other related matters, and coordinate and cooperate with minority shareholders to exercise legal rights such as the right to know or the right to inquiry in accordance with the law.

**Article 37** Major shareholders shall support minority shareholders to obtain the opportunity to effectively participate in and vote at the shareholders' general meeting, and shall not obstruct or cause the Bank to obstruct minority shareholders to attend the shareholders' general meeting, or set other obstacles for minority shareholders to participate in the shareholders' general meeting.

**Article 38** Major shareholders shall pay attention to the exercise of shareholders' rights and the performance of shareholders' obligations by other shareholders, and report to the Bank in a timely manner if they find that there is any damage to the interests of the Bank or the legitimate rights and interests of other stakeholders. The Bank shall comply with laws and regulations and the provisions of the Articles of Association shall take corresponding measures in a timely manner and report to the CBIRC or its local offices.

#### **CHAPTER VII DUTIES OF THE BANK**

**Article 39** The Board of Directors of the Bank shall perform its duties diligently and bear the ultimate responsibility for equity management.

The chairman of the Board is the first responsible person for handling the equity affairs of the Bank. The secretary to the Board assists the Chairman and is the direct responsible person for handling equity affairs.

**Article 40** The Bank has formulated a list of rights and obligations of major shareholders (Annex I) and a list of negative behaviors (Annex II).

The Bank shall timely update the list of rights and obligations and the list of negative behaviors in accordance with laws, regulations and regulatory policies, make full use of the Articles of Association of the Bank, urge and guide major shareholders to strictly exercise shareholders' rights in accordance with laws and regulations, and actively perform responsibilities and obligations.

**Article 41** The Bank shall establish information files for major shareholders, record and manage the relevant information of major shareholders, verify and know the control of major shareholders, the related relationship with other shareholders of the Bank and the status of acting in concert, and the freezing of equity pledge held by them at least once every half year through inquiry of shareholders, inquiry of public information, etc., and shall report and disclose relevant information in a timely, accurate and complete manner in accordance with relevant regulations if there is any change.

**Article 42** The Board of Directors of the Bank shall convene a meeting at least once a year to evaluate the qualification of major shareholders, financial position, equity interests held, related party transactions in the previous year, exercise of shareholders' rights, performance of responsibilities and commitments, implementation of the Articles of Association and terms of agreements, compliance with laws, regulations and regulatory requirements, and report to the shareholders' general meeting or the shareholders' general meeting through written documents, with a copy to the CBIRC or its local offices.

When evaluating major shareholders, the Bank may simultaneously evaluate other shareholders that need to be evaluated in accordance with relevant regulatory requirements.

**Article 43** The Bank, provided that no commercial secrets are involved, can regularly report on the Bank's governance, operation and related risks, better protect the rights of minority shareholders, independent directors, external supervisors, ordinary employees, financial consumers and other stakeholders to know, inquire and other relevant rights, and encourage the above stakeholders to supervise the improper intervention of major shareholders.

**Article 44** Where a substantial shareholder abuses the rights of shareholders and causes losses to the Bank, the Bank shall, in accordance with Article 20 of the Company Law of the PRC, require the substantial shareholder to bear the liability for compensation. If a substantial shareholder refuses to cooperate to assume the liability for compensation, the Bank shall actively take relevant measures to protect its own rights and interests and report the relevant information to the CBIRC or its local offices.

## **CHAPTER VIII SUPERVISION AND ADMINISTRATION**

**Article 45** Where the Bank's major shareholders or their controlling shareholders or de facto controllers violate the provisions of Article 5, Article 6 and Article 12 of these Measures, the CBIRC and its local offices may legally restrict their rights of shareholders such as the right to request to convene a general meeting, the right to vote, the right to nominate, the right to propose, and the right to dispose of and other relevant shareholders' rights.

**Article 46** Where the major shareholders and their related parties use related party transactions to seriously damage the interests of the Bank and endanger the capital adequacy ratio or solvency, the CBIRC or its local offices shall take measures to restrict or prohibit the non-compliant shareholders and their related parties from conducting related party transactions to prevent further damage to the interests of the Bank.

**Article 47** The CBIRC and its local offices shall take the following measures to hold the relevant personnel accountable for any non-compliance of the Bank or its major shareholders or failure to perform their duties:

- (1) to regulatory interview or order for rectification;
- (2) to issue an industry warning notice or public censure;
- (3) to order the Bank to take disciplinary actions, warning, fine or adjust its duties in accordance with the provisions of the Bank;
- (4) to report its organizational department and discipline inspection and supervision department according to the management authority.

#### **CHAPTER IX SUPPLEMENTARY PROVISIONS**

**Article 48** Any matters not covered herein shall be dealt with in accordance with the relevant laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Bank are listed and the Articles of Association of the Bank. In case of any conflict between these measures and any future laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Bank are listed or the Articles of Association of the Bank as modified by legal procedures, the relevant laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Bank are listed and the Articles of Association of the Bank shall prevail and these measures shall be amended by the Board in a timely manner.

**Article 49** The term “more than” referred to herein shall include the number itself, and the term “exceeding” and “lower than” shall not include the number itself.

**Article 50** The Measures shall come into effect after being considered and approved at the general meeting of the Bank, and shall be interpreted and amended by the Board of the Bank.

**Annex I. List of Rights and Obligations**

**Article 1** The shareholders shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations in respect of each share of such class held.

**Article 2** Shareholders of the Bank shall be entitled to exercise the following rights:

- (I) Unless otherwise specified by the relevant laws, administrative regulations, the regulations of the securities regulatory authorities in the places where the shares of the Bank are listed and the Articles of Association, the substantial shareholders shall have the right to legally and freely transfer the fully paid shares of the Bank held by them without any lien attached. Registration shall be made in the share registrar authorized by the Bank for the transfer of the shares of the Bank. The Bank shall comply with the relevant regulations of the banking regulatory and administrative authorities and other regulatory authorities in transferring its shares.
- (II) To gift and inherit their equity interests in the Bank subject to completing relevant procedures by law.
- (III) To receive dividends and other kinds of distributions according to the number of shares held by them.
- (IV) To request, convene, preside over, attend in person or appoint a proxy to attend the shareholders' general meeting, and to exercise their voting rights according to the number of shares held by them.
- (V) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly.
- (VI) To transfer, bestow or pledge shares held by them in accordance with the laws and regulations, relevant regulations of the securities regulatory authorities in the Bank's listing place and the Articles of Association.
- (VII) To obtain relevant information in accordance with the laws and regulations, relevant regulations of the securities regulatory authorities in the Bank's listing place and the Articles of Association, including:
  - 1. to obtain a copy of the Articles of Association of the Bank after paying the costs and expenses incurred;

2. to inspect, free of charge, and to inspect and photocopy, after paying a reasonable fee, during the office hours of the Bank, the following documents: (1) all parts of the register of Shareholders; (2) the personal information of the directors, supervisors, president and other senior management member of the Bank (including past and present names and alias; main address (domicile); nationality; professional job and other part-time occupation and position; identification document and its number); (3) status of the Bank's share capital; (4) reports on the aggregate par value, number of shares, and 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 repurchase; (5) minutes of the Shareholders' general meetings; (6) the latest audited financial statements, directors' reports, auditors' reports and reports of the Bank's Board of Supervisors; (7) a copy of the latest annual report already submitted to the State Administration for Industry and Commerce of the PRC or other competent bodies; and (8) special resolutions of the Bank.

The documents, except for the item (2) above shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection by both the public and Shareholders of H Shares, whereas item (5) will only be available for inspection by the Shareholders. The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and price-sensitive information.

- (VIII) 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.
- (IX) To demand the Bank to repurchase their shares (for Shareholders who disagree with the resolutions adopted at a Shareholders' general meeting of the Bank in relation to the merger or division of the Bank).
- (X) Shareholders holding, individually or jointly, more than three percent of the Bank's shares carrying voting rights are entitled to propose to the Shareholders' general meeting matters for deliberation and submit inquiries to the Shareholders' general meeting.
- (XI) If a resolution of a Shareholders' general meeting or the Board of Directors of the Bank violates the laws and administrative regulations, a Shareholder shall have the right to request a people's court to determine the resolution as invalid. If the procedure for convening a Shareholders' general meeting or the Board of Directors' meeting, or the method of voting at either type of meeting, violates the laws, administrative regulations or the Articles of Association, or the contents of a resolution violates the Bank's Articles, a Shareholder shall have the right to request a people's court to rescind the resolution within sixty (60) days from the date on which the resolution is adopted.

- (XII) If any director or senior management member has violated the laws, administrative regulations or provisions of the Articles of Association in performing their duties in the Bank and therefore has caused loss to the Bank, Shareholders who have individually or jointly held more than 1% of the shares in the Bank for more than one hundred and eighty (180) consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at the people's court. If the Board of Supervisors has violated laws, administrative regulations or provisions of the Articles of Association in performing its duties and therefore has caused loss to the Bank, the aforesaid Shareholders may make a written request to the Board of Directors to initiate legal proceedings at the people's court. If the Board of Supervisors or the Board of Directors rejects to initiate legal proceedings or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the Shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank. If any other person infringes on the Bank's legitimate interest and therefore has caused loss to the Bank, the above Shareholders may initiate legal proceedings at a people's court pursuant to preceding procedures
- (XIII) If any director or senior management member has violated the laws, administrative regulations or provisions of the Articles of Association and has therefore impaired the interests of the Shareholders, the Shareholders may initiate legal proceedings at a people's court.
- (XIV) If the Board of Directors and the Board of Supervisors are unable or fails to perform its duty in convening a Shareholders' general meeting, the Shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days may convene such a meeting on their own initiative.
- (XV) The Shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days (hereinafter referred to as "Requesting Shareholders") shall have the right to request the Board of Directors to convene the extraordinary general meeting and shall propose their motions to the Board of Directors in writing.
- (XVI) When the Bank convenes Shareholders' general meetings, the Shareholders who individually or jointly hold more than 3% of the shares of the Bank carrying voting rights (hereinafter referred to as "Proposing Shareholders"), shall be entitled to submit their proposals.
- (XVII) To have other rights under the laws and regulations, Hong Kong Listing Rules and the Bank's Articles.



**Article 3** Shareholders of the Bank shall have the following obligations:

- (I) To abide by the laws and regulations, regulatory requirements and the Articles of Association.
- (II) Shareholders shall subscribe shares of the Bank with their own funds and ensure the funds are obtained from legal sources, and shall not subscribe shares with entrusted funds, debt funds and other funds non-self-owned funds, unless otherwise provided by laws and regulations or regulatory systems.
- (III) In case of providing guarantees for themselves or others with their shares in the Bank, the Shareholders shall strictly comply with the requirements of laws, regulations and banking regulatory authorities and give a prior notice to the Board of Directors of the Bank. In case of Shareholders of the Bank, especially substantial Shareholders, who transfer the shares of the Bank, the Shareholders shall give a prior notice to the Board of Directors and complete transfer procedures in accordance with the requirements of relevant laws, regulations, regulatory authorities and the Articles of Association. The office of the Board of Directors shall be responsible for the daily work regarding the collection, sortation, submission and registration of information relating to share transfer and pledge.
- (IV) To comply with the regulatory provisions in relation to shareholding ratio and number of shareholding institutions, and not to authorize others or accept any authorization from others to hold or manage the equity of the Bank.
- (V) To comply with the resolutions of the Shareholders' general meeting.
- (VI) To support the reasonable capital plans formulated by the Board of Directors, and in the case that the capital adequacy ratio is lower than the legal requirements, shall support the measures of increasing the capital adequacy ratio which shall be proposed by the Board of Directors, including the development of reasonable capital supplement plans, the increase in core capital and so on; substantial Shareholders shall replenish the Bank with capital when necessary and make long-term commitments of the capital supplement to the Bank in writing and those commitments shall become a part of the capital planning of the Bank. Shareholders who fail to fulfill the commitments shall be restricted from their rights.
- (VII) To fulfill their obligations of integrity to the Bank in accordance with the laws and ensure that the Shareholders' qualification information submitted by them is true, complete and effective. Substantial Shareholders shall disclose the information of related parties truthfully, accurately and completely to the Board of Directors, and undertake to report any change of association relationship to the Board of Directors in a timely manner whenever it occurs.

- (VIII) To truthfully provide the Bank with information including financial information, shareholding structure, sources of share subscription, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions, etc.
- (IX) To inform the following events of the Shareholders to the Bank in written form in time according to the laws, regulations and regulatory provisions: (1) any changes in controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries; (2) merger and spin-off, being subject to measures including suspension of operation for rectification, designated custody, takeover or cancellation; (3) enter into dissolution, liquidation or bankruptcy procedure, or changes in their legal representative, company names, places of operation, scope of operation and other material events; (4) if the shares of the Bank held by the Shareholders are involved in litigation or arbitration, subject to legal enforcement by judicial authorities, subject to pledge, or discharged from pledge.
- (X) Shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the shares or voting rights of the Bank, when pledging the shares of the Bank, shall in advance apply for approval and filing with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The Shareholder's application shall not be kept in archives if the Board of Directors identifies that the pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the Shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing.
- (XI) After the completion of the registration of equity pledge, the Shareholders shall provide the Bank with the information on equity pledge in a timely manner as required by the Bank for risk management and information disclosure.
- (XII) If the possibility that the Bank will encounter liquidity squeeze arises, all Shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid.
- (XIII) The Shareholders and their controlling shareholders and de facto controllers of the Bank shall not abuse their rights or make use of their related relationship to harm the legitimate interests of the Bank or other Shareholders and stakeholders; shall not abuse the Bank's status as an independent legal entity and the limited liability of Shareholders to harm the interests of the Bank's creditors. If a Shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other Shareholders, he/she/it will be held liable for compensation in accordance with the laws. If a Shareholder abuses the Bank's status as an independent legal entity and the limited

liability of Shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that Shareholder will be jointly and severally liable for the debts of the Bank.

- (XIV) The controlling Shareholders and de facto controllers of the Bank owe a fiduciary duty to the Bank and its other Shareholders, and they shall not exploit their related relationship to harm the legitimate interests of the Bank and other Shareholders.
- (XV) The substantial Shareholders of the Bank shall not transfer their shares within five years from the closing date; the transfer of shares on maturity and the qualifications for Shareholders as transferees shall obtain the approval of banking regulatory authorities.
- (XVI) The Shareholders and their controlling shareholders and de facto controllers of the Bank shall not impose inappropriate pressure to the Bank for meeting targets or intervene in the Bank's daily business operation. They shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles of Association. They shall not seek inappropriate interests, intervene in the decision-making rights and management rights of the Board of Directors and senior management under the Articles of Association of the Bank, bypass the Board of Directors and senior management to directly intervene in the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders.
- (XVII) The application for change of Shareholder holding over 5% of total capital or share capital shall get prior confirmation of the Board of Directors of the Bank, and then be reported to the banking regulatory authorities for approval. If an investor and his or her or its related party(ies) and person(s) acting in concert individually or collectively intend to initially hold or accumulatively increase their shareholding by more than 5% of the total capital or shares of the Bank, he or she or it shall get prior confirmation of the Board of Directors of the Bank, and then report to the banking regulatory authorities for approval. If an investor and his or her or its related party(ies) and person(s) acting in concert individually or collectively hold more than 1% but less than 5% of the total capital or shares of the Bank, he or she or it shall report to banking regulatory institutions within ten working days after obtaining such shareholding rights.
- (XVIII) The substantial Shareholders of the Bank shall notify equity management department of the Bank and submit it to the Board of Directors for filing within five working days after any of the following events occurs: 1. material matters such as transfer of shares of the Bank, change of de facto controller, name, legal representative, business scope, registered capital, domicile or contact information; 2. merger, split, or imposition of regulatory measures such as suspension of business for rectification, appointment of trustee, takeover or revocation, or entering into

dissolution, bankruptcy or liquidation procedures; 3. subject to administrative penalties or criminal liabilities due to material breach of laws and regulations; 4. other circumstances that may result in transfer of the shares of the Bank they held, or that may affect the operations of the Bank.

- (XIX) In case of a risk event or a major violation on part of the Bank, the Shareholders shall cooperate with the regulatory authorities in investigation and risk disposal.
- (XX) The Shareholders (including new Shareholders that invest in the Bank and original Shareholders) shall promptly, completely, truthfully, and accurately report to the Board Office about their related parties, their related relationship or acting-in-concert relationship with other Shareholders, and shareholding in other city commercial banks; substantial Shareholders shall enunciate their shareholding structure to the level of actual controllers and ultimate beneficiaries, and specify their related relationship or acting-in-concert relationship with other Shareholders.
- (XXI) When material risk events or material breaches occur in the Bank, or the banking regulatory authority adopts risk disposal or takeover and other measures, Shareholders shall actively cooperate with the regulatory authority to conduct investigation and risk disposal.
- (XXII) The substantial Shareholders of the Bank shall not transfer their equities within five years from the date on which they obtain the equities (other than such special circumstances as banking regulatory authorities approving them to take steps to control risks or ordering them to transfer their equities, or their equities being subject to law enforcement, or their equities being transferred between entities under the control of the same investor).
- (XXIII) Substantial Shareholders shall replenish the Bank with capital when necessary and make long-term commitments of the capital supplement to the Bank in writing and those commitments shall become a part of the capital planning of the Bank; Shareholders who fail to implement the commitments shall be restricted from their rights; substantial Shareholders shall not hinder the replenishment of capital by other Shareholders or the entry of new qualified shareholders.
- (XXIV) Substantial Shareholders shall establish an effective risk isolation mechanism to prevent risk contagion and transfer among Shareholders, the Bank and other affiliates.
- (XXV) Substantial Shareholders shall effectively manage their cross-holding of positions between its Board, Board of Supervisors and senior management and those of the Bank or other affiliates to prevent conflicts of interest.
- (XXVI) Other obligations as required by the laws, regulations and the Articles of Association of the Bank.

**Annex II. List of Negative Behaviors**

Article 1 Shareholders shall not have the following behaviors:

- (I) To contribute by entrusted funds, debt funds and other non-self-owned funds, unless otherwise required by laws and regulations or regulatory systems.
- (II) To withdraw their contributed share capital unless in such circumstances as stipulated by the laws and regulations.
- (III) To authorize or accept the authorization from any other person to hold shares of the Bank.
- (IV) Substantial Shareholders shall not hinder the replenishment of capital by other Shareholders or the entry of new qualified shareholders.
- (V) Shareholders who transfer or pledge their shares of the Bank or conduct related transactions with the Bank shall comply with the laws, regulations and regulatory provisions, and shall not impair the interests of other Shareholders and the Bank.
- (VI) Except for the obligations as required by the laws and administrative regulations, when exercising voting rights, the Shareholders shall not make resolutions that harm the legitimate interests of other Shareholders.
- (VII) The Shareholders and their controlling shareholders and de facto controllers of the Bank shall not abuse their rights or make use of their related relationship to harm the legitimate interests of the Bank or other Shareholders and stakeholders. If a Shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other Shareholders, he/she/it will be held liable for compensation in accordance with the laws.
- (VIII) The Shareholders and their controlling shareholders and de facto controllers of the Bank shall not abuse the Bank's status as an independent legal entity and the limited liability of Shareholders and evades the repayment of debts to harm the interests of the Bank's creditors. If a Shareholder abuses the Bank's status as an independent legal entity and the limited liability of Shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that Shareholder will be jointly and severally liable for the debts of the Bank.
- (IX) The controlling Shareholders and de facto controllers of the Bank owe a fiduciary duty to the Bank and its other Shareholders, and they shall not exploit their related relationship to harm the legitimate interests of the Bank and other Shareholders.

- (X) The substantial Shareholders of the Bank shall not transfer their shares within five years from the closing date.
- (XI) The Shareholders and their controlling shareholders and de facto controllers of the Bank shall not impose inappropriate pressure to the Bank for meeting targets or intervene in the Bank's daily business operation.
- (XII) The Shareholders and their controlling shareholders and de facto controllers of the Bank shall not seek inappropriate interests, intervene in the decision-making rights and management rights of the Board of Directors and senior management under the Articles of Association of the Bank.
- (XIII) The Shareholders and their controlling shareholders and de facto controllers of the Bank shall not bypass the Board of Directors and senior management to directly intervene in the operations and management of the Bank.
- (XIV) The Shareholders and their controlling shareholders and de facto controllers of the Bank shall not damage the interests of the Bank and the legitimate rights and interests of other stakeholders.
- (XV) Shareholders are forbidden from making shares of the Bank held by them pledged if their outstanding borrowing due to the Bank exceeds the value of the audited net equity held by them in the Bank in the previous year or shares of the Bank held by them are within the restriction period of transfer.
- (XVI) The substantial Shareholders of the Bank shall not transfer their equities within five years from the date on which they obtain the equities (other than such special circumstances as banking regulatory authorities approving them to take steps to control risks or ordering them to transfer their equities, or their equities being subject to law enforcement, or their equities being transferred between entities under the control of the same investor).
- (XVII) The Shareholder shall not make false statement, abuse his/her/its rights as a Shareholder or damage the interests of the Bank. For a Shareholder that makes any false statement, abuses Shareholders' rights or otherwise damages the interests of the Bank, the CBIRC or its dispatched office may restrict or prohibit related party transactions between the Bank and such Shareholder, restrict the limit of equity held in the Company and equity pledge ratio etc., and restrict its right to request convening of a general meeting, the voting right, right of nomination, right of submitting proposals and right of disposition etc. The undertakings made by substantial corporate Shareholders are subject to the Board of Directors, the Shareholders' general meeting or other necessary internal approval procedures in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank. The performance of the undertakings by substantial

Shareholders shall be determined by the Board. Taking actions against Shareholders in breach of the undertakings shall be proposed by the Board of Directors, which shall be implemented after being considered and approved by the general meeting, and the relevant Shareholders or Shareholder representatives shall abstain from voting.

(XVIII) Substantial Shareholders shall replenish the Bank with capital when necessary and make long-term commitments of the capital supplement to the Bank in writing, and those commitments shall become a part of the capital planning of the Bank; Shareholders who fail to implement the commitments shall be restricted from their rights; substantial Shareholders shall not hinder the replenishment of capital by other Shareholders or the entry of new qualified shareholders.

(XIX) Substantial Shareholders shall not hold shares of the Bank through financial products issued, managed or in any other means controlled by it.

In accordance with the Administrative Measures for the Related Party Transactions between Commercial Banks and their Insiders or Shareholders, the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions (effective from 1 March, 2022) and the Administrative Measures for the Related Party (Connected) Transactions of Jiangxi Bank Co., Ltd. of the Bank and other relevant regulations, significant related-party transactions of the Bank in 2021 are reported as follows:

## **I. GENERAL INFORMATION OF THE RELATED-PARTY TRANSACTIONS**

For transactions with related legal entities of the Bank which constitute transactions between legal entities or other institutions as group customers and the Bank, and transactions between related natural persons of the Bank as near relatives and the Bank, they are managed as related party transactions in accordance with the requirements and are aggregated in strict compliance with the regulatory requirements.

1. Credit Extension Related-party Transactions: In 2021, the Bank considered and approved 39 related-party transactions on legal person credit with an amount of RMB22.326 billion, among which 28 significant related-party transactions were related to the legal person credit business involving RMB21.763 billion, and 11 general related-party transactions were related to the legal person credit business involving RMB563 million. As of the end of 2021, loans to related natural persons involved 337 related parties, with a total of 384 loans and a loan balance of RMB253 million, mainly involving personal loans, housing loans and other regular businesses, all of which are general related-party transactions.
2. Related-party Transactions on Service Provision: In 2021, the total amount of related-party transactions on service provision was RMB14.245 million, mainly involving leasing business and service procurement business, all of which are general related-party transactions.
3. No related-party transactions on asset transfer in 2021.
4. Credit Ratio of Related Parties: As of the end of 2021, according to specifications prescribed by CBRC, the Bank's net capital was RMB50.76 billion. The credit balance of the Bank's largest single legal person related party was RMB2.22 billion, accounting for 4.37% of the net capital of the Bank; the credit balance of the largest group related party and its affiliated enterprise was RMB3.852 billion, accounting for 7.59% of the net capital of the Bank; the credit balance of all related parties was RMB11.16 billion, accounting for 21.99% of the net capital of the Bank, which all of the percentage complying with regulatory requirements.



**II. SIGNIFICANT RELATED-PARTY TRANSACTIONS**

- (I) As the largest shareholder of Jiangxi Financial Leasing Co., Ltd., the Bank holds 1.53 billion shares in Jiangxi Financial Leasing Co., Ltd., accounting for 75.74% of the total. In 2021, there were two significant related-party transactions of Jiangxi Financial Leasing Co., Ltd. in the Bank, with an amount of RMB7.5 billion.
1. The Bank grants a credit exposure line of RMB4.0 billion to Jiangxi Financial Leasing Co., Ltd. for a term of one year.
  2. The Bank grants an existing credit exposure limit of loans of RMB3.5 billion to Jiangxi Financial Leasing Co., Ltd., among which RMB2.5 billion for capital-based business and RMB1.0 billion for notes-related business for a term of one year.
- (II) Jiangxi Financial Holding Group Co., Ltd. as a substantial Shareholder of the Bank, holds 348 million shares of the Bank, accounting for 5.77% of the total. In 2021, there were 8 significant related-party transactions between Jiangxi Financial Holding Group Co., Ltd. and its related parties in the Bank involving RMB4.08 billion.
1. Jiangxi Xingsen International Trade Co., Ltd. (江西星森國際貿易有限公司) renews the credit of the working capital loan of RMB50.00 million for a term of one year, with a current loan interest rate of LPR+315BP (the current interest rate is 7%, and the interest rate and term are subject to the approval of the Planning and Finance Department of the headquarters). The loan is used for renewal of the loan. Jiangxi Huazhang Hanchen Guarantee Group Limited secures the loan with guarantees, and Jiangxi Xingsen International Trade Co., Ltd. (江西星森國際貿易有限公司) secures the loan with the pledge guarantee via a special tax rebate account.
  2. Jiangxi Financial Holding Group Co., Ltd. grants a RMB1.3 billion credit to the following three units, among which: 1. Jiangxi Financial Holding Group Co., Ltd. makes a RMB900 million working capital loan (that can be revolving), with a term of three years. The term of a single loan is not more than one year and the current loan interest rate is LPR+15BP, for replacing other bank loans (loan contracts with other banks shall be provided to ensure that the loan conditions of the Bank are not lower than those of other banks in practice). Jiangxi Financial Holding Investment Group Co., Ltd. (江西省金控投資集團有限公司) secures the loan with joint liability guarantees. 2. Jiangxi Financial Asset Management Co., Ltd. has an additional RMB200 million working capital loan for a term of three years, with a current loan interest rate of LPR+50BP, for replacing other bank loans and acquiring non-performing assets (the specific use is subject to the contract provided by the borrower). Jiangxi Financial Holding and Commercial Factoring Co., Ltd. (江西金控商業

保理有限公司) and Jiangxi Jinzi Supply Chain Financial Services Co., Ltd. (江西金資供應鏈金融服務有限公司) secure the loan with joint liability guarantees. 3. Jiangxi Jinkong Financial Leasing Co., Ltd. (江西省金控融資租賃股份有限公司) has an additional RMB200 million working capital loan (the credit limit is separated from the original credit line of Jiangxi Provincial Credit Guarantee Co., Ltd. (江西省信用擔保股份有限公司), a subsidiary of the Group, and the total credit line of the Group remains unchanged), with a term of two years which can be revolving. The term of a single loan is not more than one year and the current loan interest rate is LPR+50BP, for business operation. Jiangxi Financial Holding Group Co., Ltd. secure the loan with joint liability guarantees.

3. Jiangxi Financial Holding Group Co., Ltd. has an additional RMB375 million credit, which were used to subscribe for the renewable corporate bond of RMB375 million issued publicly by the issuer to professional investors in 2021. The term of the bond is 3+N years and an annual interest rate is not less than 4.8% (subject to the approval of the Planning and Finance Department of the headquarters). The guarantee method may be credit. The proceeds are used to repay interest-bearing debts and supplement the company's working capital.
4. Jiangxi Financial Holding Group Co., Ltd. grants a RMB150 million credit to Jiangxi Financial Holding Urban Development Investment Co., Ltd. (江西省金控城鎮開發投資有限公司), which is a working capital loan in nature, with a current interest rate of LPR+50BP, for a term of one year, for purchasing building materials such as steel and concrete. Jiangxi Financial Holding Investment Group Co., Ltd. (江西省金控投資集團有限公司) secure the loan with joint liability guarantees. The credit limit is separated from the credit of RMB1.2 billion granted by Jiangxi Province Credit Financing Guarantee Group Co., Ltd. (江西省信用融資擔保集團股份有限公司). Thus, the total credit granted by Jiangxi Province Credit Financing Guarantee Group Co., Ltd. (江西省信用融資擔保集團股份有限公司) was changed to RMB1.05 billion, and the total credit granted by Jiangxi Financial Holding Group Co., Ltd. (江西省金控投資集團有限公司) remained at RMB4.875 billion.
5. Jiangxi Financial Holding Foreign Trade Group Co., Ltd. (江西省金控外貿集團股份有限公司) renews a RMB100 million credit to pledge with export rebates with a pledge rate of 80%, and with a current interest rate of LPR+315BP (7% in total and subject to the approval of the Planning and Finance Department of the headquarters), which can be revolving, for a term of one year. Credit requirements: The legal and valid loan and pledge guarantee procedures shall be completed. To ensure the compliance of the use of the loan, the credit funds shall only be used to advance export tax refund.

6. Jiangxi Financial Holding Group Co., Ltd. grants an additional RMB125 million credit to the following two units, among which: 1. Jiangxi Jinkong Financial Leasing Co., Ltd. (江西省金控融資租賃股份有限公司) has an additional RMB60 million working capital loan with a term of two years and an interest rate of 4.35%, which can be revolving. The loan will be granted on an annual basis. Jiangxi Financial Holding Group Co., Ltd. secure the loan with joint liability guarantees, and the credit is used to business operation; 2. Jiangxi Financial Holding Urban Development Investment Co., Ltd. (江西省金控城鎮開發投資有限公司) has an additional RMB65 million working capital loan with a term of one year and an interest rate of 4.35%, which can be revolving, for purchasing building materials such as steel and concrete. Jiangxi Financial Holding Investment Group Co., Ltd. (江西省金控投資集團有限公司) secure the loan with joint liability guarantees.
  
7. Jiangxi Financial Holding Group Co., Ltd. renews a RMB1.9 billion credit to the following two units, among which: 1. Jiangxi Financial Holding Group Co., Ltd. grants a RMB1.4 billion (existing, guarantee-type) credit to Jiangxi Province Credit Financing Guarantee Group Co., Ltd. (江西省信用融資擔保集團股份有限公司) (RMB1.2 billion is specially for the business of supervision and guarantee of pre-sale funds from separate commercial houses, and RMB200 million is specially for the separate bidding guarantee business), for a term of two year. The margin ratio is 10%, and the guarantee handling rate is subject to the cooperation agreement signed; 2. Jiangxi Financial Holding Group Co., Ltd. grants a RMB500 million (existing, non-financing guarantee-type) credit to Jiangxi Pratt & Whitney Financing Guarantee Co., Ltd. (江西省普惠融資擔保有限公司) for the business of supervision and guarantee of pre-sale funds from separate commercial houses, with a term of two years. The margin ratio is 10%, and the guarantee handling rate is subject to the cooperation agreement signed. The amount of a single separated performance bond issued by a provincial state-owned guarantee institution (including a provincial state-owned re-guarantee institution) shall not exceed RMB50 million in principle.
  
8. Jiangxi Financial Holding Group Co., Ltd. grants an additional RMB80 million credit to Jiangxi Financial Control Supply Chain Service Co., Ltd. (江西金控供應鏈服務有限公司), which is a working capital loan in nature of RMB80 million, with a current interest rate of LPR+195BP (i.e. an annual interest rate of 5.8%), for a term of one year, for purchasing cathode copper, electrolytic copper and other supply chain raw materials. Jiangxi Jinzi Supply Chain Financial Services Co., Ltd. (江西金資供應鏈金融服務有限公司) secure the loan with joint liability guarantees.

(III) DENG Jianxin, the legal representative and chairman of Nanchang Municipal Public Investment Holding Co., Ltd. (南昌市政公用投資控股有限責任公司), is a director of the Bank, so the enterprise is a related party of the Bank. In 2021, there were eight significant related-party transactions between Nanchang Municipal Public Investment Holding Co., Ltd. and its related parties in the Bank involving RMB2.949 billion.

1. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB1.0 billion credit to the following two units, among which: 1. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB500 million credit to Nanchang Water Industry Group Co., Ltd. (南昌水業集團有限責任公司), which is an additional working capital loan for a term of one year, for replacing other bank loans (the specific credit shall be subject to the review of the working capital loan contract and relevant materials provided by the borrower for the replacement of other bank loans), with a loan interest rate of one-year LPR+10BP (3.95%, which is subject to the approval of the Planning and Finance Department of the headquarters). Nanchang Municipal Public Investment Holding Co., Ltd. secures the credit with joint liability guarantee; 2. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB500 million extended credit to Jiangxi Nanchang Public Transportation Group Co., Ltd. (江西南昌公共交通運輸集團有限責任公司), which is a working capital loan for a term of one year, with a loan interest rate of one-year LPR+6.5BP (3.915%, which is subject to the approval of the Planning and Finance Department of the headquarters). Nanchang Municipal Public Investment Holding Co., Ltd. secures the credit with joint liability guarantee.
  
2. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB10 million group credit to the following two units, among which: 1. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB5 million credit to Jiangxi Ganjiang New District Public Transportation Co., Ltd. (江西贛江新區公共交通運輸有限公司), which is a working capital loan in nature, for a term of two years. The credit can be revolving, and the maximum term of a single loan is not more than one year, with a loan interest rate of one-year LPR+6.5BP (3.915%, which is subject to the approval of the Planning and Finance Department of the headquarters). Nanchang Municipal Public Investment Holding Co., Ltd. secures the credit with guarantees. 2. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB5 million credit to Nanchang Public Transport Hongcheng Automobile Transportation Service Co., Ltd. (南昌公交洪城汽車運輸服務有限公司), which is a working capital loan in nature, for a term of two years. The credit can be revolving, and the maximum term of a single loan is not more than one year, with a loan interest rate of one-year LPR+6.5BP (3.915%, which is subject to the approval of the Planning and Finance Department of the headquarters). Nanchang Municipal Public Investment Holding Co., Ltd. secures the credit with guarantees.

3. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB9.96 million group credit to the following unit: Nanchang Municipal Public Investment Holding Co., Ltd. grants a credit to Nanchang Water Industry Group Fuxing Energy Management and Control Co., Ltd. (南昌水業集團福興能源管控有限公司), which is a bank acceptance in nature, with an exposure of RMB9.96 million and a margin ratio of 40%, for a term of one year, which can be revolving. Zhiheng Technology Co., Ltd. (智恒科技股份有限公司), LI Guisheng (李貴生), and CAI Xiuying (蔡秀英) secure the credit with joint liability guarantee.
4. Nanchang Municipal Public Investment Holding Co., Ltd. grants an additional RMB10 million credit to the following unit: Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB10 million credit to Nanchang Municipal Public Ecological Agriculture Co. Ltd. (南昌市政公用生態農業有限公司), which is a working capital loan in nature, for a term of two years. The credit can be revolving, and the maximum term of a single loan is not more than one year, with a loan interest rate of one-year LPR+6.5BP (3.915%, which is subject to the approval of the Planning and Finance Department of the headquarters), for purchasing agricultural production materials and seedlings, grain & oil, and fertilizer. Nanchang Municipal Public Investment Holding Co., Ltd. secures the credit with joint liability guarantee.
5. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB1.25 billion group credit to the following two units: 1. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB1.2 billion credit, which is an additional working capital loan for a term of three years. The credit can be revolving, and the maximum term of a single loan is not more than one year, for replacing other bank loans (the specific credit shall be subject to the working capital loan contract provided by the borrower for the replacement of other bank loans), with a loan interest rate of one-year LPR+6.5BP (the current rate is of 3.915%, which is subject to the approval of the Planning and Finance Department of the headquarters). Nanchang Water Industry Group Co., Ltd. (南昌水業集團有限責任公司) secures the credit with joint liability guarantee; 2. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB50 million extended credit to Nanchang Municipal Construction Group Co., Ltd. (南昌市政建設集團有限公司). The credit instruments include working capital loans, bank acceptances, bidding guarantee, and performance guarantee (the credit line can be diverted), with a term for one year. The credit can be revolving, with a loan interest rate of one-year LPR+50BP (i.e. 4.35%, which is subject to the approval of the Planning and Finance Department of the headquarters). The loans and the bank acceptances shall be used for purchasing raw materials, among which, the margin ratio of bank acceptances is 40%, the margin ratio of bidding guarantee is 10%, with a handling rate of 0.6%, and the margin ratio of performance guarantee is 10%, with a handling rate of 0.6%. Jiangxi Weimeng Holdings Co. Ltd. (江西偉夢控股股份有限公司) provides a RMB12.50 million guarantee, and Nanchang Municipal Public Investment Holding Co., Ltd. provides a RMB37.50 million guarantee.

6. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB40 million group credit, which is a working capital loan in nature, for a term of one year, with an interest rate of LPR+6.5BP (3.915%). The credit is granted to Nanchang Gas Group Co., Ltd. (南昌市燃氣集團有限公司). Nanchang Xinjian District Gas Co., Ltd. (南昌市新建區燃氣有限公司) secures the credit with joint liability guarantee. The loan must be used for purchasing natural gas from the user's unrelated upstream enterprises, with legal and valid contracts and invoices and other supporting evidence provided.
7. Nanchang Municipal Public Investment Holding Co., Ltd. grants an additional RMB50 million credit to Jiangxi Changyun Co., Ltd. (江西長運股份有限公司), which is a working capital loan in nature, for a term of one year, with an interest rate of LPR+50BP for the current period (the actual interest rate is subject to the approval of the Planning and Finance Department of the headquarters), for replacing other bank loans. Nanchang Municipal Public Investment Holding Co., Ltd. secures the credit with joint liability guarantee.
8. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB579.80 million credit to the following two units: 1. Nanchang Municipal Public Investment Holding Co., Ltd. grants a credit to Jiangxi Hongcheng Water Supply and Drainage Environmental Protection Equipment Technology Co., Ltd. (江西洪城給排水環保設備技術有限責任公司), which is a bank acceptance in nature. The credit term is one year, which can be revolving. The face amount is RMB133 million, and the margin ratio is 40%, with an exposure of RMB79.80 million. The credit is used for purchasing pipeline material, thread, alloy steel round bars, pipe material and other materials. Nanchang Water Industry Group Co., Ltd. (南昌水業集團有限責任公司) secures the credit with joint liability guarantee. 2. Nanchang Municipal Public Investment Holding Co., Ltd. grants a RMB500 million credit to Jiangxi Nanchang Public Transportation Group Co. Ltd. (江西南昌公共交通運輸集團有限責任公司), which is a working capital loan in nature, for a term of two years. The credit can be revolving, and the maximum term of a single loan is not more than one year, with a loan interest rate of 3.915%, for purchasing gasoline and diesel oil. Nanchang Municipal Public Investment Holding Co., Ltd. secures the credit with joint liability guarantee.

(IV) Ganshang Union (Jiangxi) Co., Ltd. (贛商聯合(江西)有限公司) holds 148 million shares of the Bank, accounting for 2.46% of the total, and has appointed Supervisor YU Han (于晗) to the Bank. In 2021, there were four significant related party transactions between Ganshang Union (Jiangxi) Co., Ltd. and its related parties in the Bank involving RMB2.835 billion.

1. Jiangxi Electronic Group Corporation Ltd. (江西省電子集團有限公司) grants a RMB906.4 million credit to the following five units, among which: 1. Jiangxi Electronic Group Corporation Ltd. grants a RMB320 million credit, which is a working capital loan for a term of three years (strictly subject to the three-year withdrawal credit repayment plan). The interest rate is LPR+382BP for the current period, and paid semiannually, for operating turnover (repayment of loan transfer funds). Ganshang Union (Jiangxi) Co., Ltd. (贛商聯合股份有限公司) secures the loan with joint liability, and DENG Kaiyuan (鄧凱元), WU Rui (伍銳) and LIN Yu (林宇) secure the loan with personal unlimited liability guarantee. In addition, Shanghai Kaitian Industrial Investment Co., Ltd. (上海凱天實業投資有限公司) and Ganshang Union (Jiangxi) Co., Ltd. secure the credit with the pledged guarantee of 149,307,500 equity in Shanghai Superconducting Technology Co., Ltd. (上海超導科技股份有限公司) (the Bank determined the value to be RMB900 million). Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd. (江西聯創光電科技股份有限公司) issued a repurchase agreement for this equity pledge. 2. Jiangxi Electronic Group Corporation Ltd. grants a RMB500 million credit to Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd., which is a working capital loan for a term of one year, with a loan interest rate of LPR+95BP for the current period, for purchasing LED materials. Jiangxi Electronic Group Corporation Ltd. secures the credit with joint liability guarantee. 3. Jiangxi Electronic Group Corporation Ltd. grants a credit to Jiangxi Lianchuang Zhiguang Science & Technology Co., Ltd. (江西聯創致光科技有限公司), with a bank acceptances exposure of RMB70 million and a margin ratio of 30%. The credit has a term of one year, which is used for purchasing LED materials. Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd. secures the credit with joint liability guarantee. 4. Jiangxi Electronic Group Corporation Ltd. grants a credit to China Eternity OPTO-ELECTRONIC Co., Ltd. (中久光電產業有限公司, formerly Jiangxi Lianrong Xinguangyuan Collaborative Innovation Co., Ltd. (江西聯融新光源協同創新有限公司)), with a bank acceptances exposure of RMB7 million and a margin ratio of 30%. The credit has a term of one year, which is used for purchasing semiconductor lasers. Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd. secures the credit with joint liability guarantee. 5. Jiangxi Electronic Group Corporation Ltd. grants a RMB9.4 million to Nanchang Yatuo Architectural Design Co., Ltd. (南昌雅拓建築設計有限公司), which is a working capital loan for a term of one year, with an interest rate of LPR+285BP for the current period, for repaying the loan borrowed from the loan transferring company. Nanchang Shibide Industrial Development Co., Ltd.

(南昌施必得實業發展有限公司) secures the credit with joint liability guarantee. In addition, WU Rui (伍銳), LIN Yu (林宇), WU Xuan (伍暉), ZHONG Qi (鐘琦), ZENG Zhibin (曾智斌), ZHU Junbin (朱俊斌), GUO Yong (國勇), DENG Xiaokui (鄧小葵), SHI Lei (石磊) and XIANG Fengjuan (向鳳娟) secure the credit with individual joint liability guarantee.

2. Jiangxi Electronic Group Corporation Ltd. grants a RMB15.80 million extended credit to Jiangxi Kuncheng Investment Co., Ltd. (江西坤城投資有限公司), with an interest rate of LPR+267.5BP for the current period (i.e. 6.525%), for a term of one year, for purchasing electrolytic copper. Hunan Jiurun Industrial Development Co., Ltd. (湖南九潤實業發展有限公司) secures the credit with the pledged guarantee of 19.80 million equities in Hengbang Property Insurance Co., Ltd. (恆邦財產保險股份有限公司). Hunan Jiurun Industrial Development Co., Ltd. (湖南九潤實業發展有限公司) also secures the credit with joint liability guarantee, and WU Rui (伍銳), LIN Yu (林宇), ZHU Weibin (朱衛斌) and HUANG Yan (黃艷) secure the credit with personal unlimited liability guarantee.
3. A RMB320 million pledge of Jiangxi Electronic Group Corporation Ltd. was replaced by 82 million equity of Jiangxi Lianchuang Optoelectronic Superconducting Application Co., Ltd. (江西聯創光電超導應用有限公司) held by the borrower, and other credit conditions remain unchanged.
4. Jiangxi Electronic Group Corporation Ltd. grants a RMB1,592.425778 million credit, for a term of one year, to the following six units, among which: 1. Jiangxi Electronic Group Corporation Ltd. grants a RMB1,214.225778 million credit (of which the existing credit is RMB834.225778 million and the additional credit is RMB380 million). 2. Jiangxi Electronic Group Corporation Ltd. grants a RMB306 million existing guarantee-type credit to Jiangxi Lianchuang Optoelectronic Science and Technology Co., Ltd. (江西聯創光電科技股份有限公司) (of which the credit exposure of existing credit is RMB156 million and the working capital borrowings is RMB150 million). 3. Jiangxi Electronic Group Corporation Ltd. grants a RMB40 million existing credit to Jiangxi Lianchuang Zhiguang Science & Technology Co., Ltd. 4. Jiangxi Electronic Group Corporation Ltd. grants a RMB7 million existing credit to China Eternity OPTO-ELECTRONIC Co., Ltd. (中久光電產業有限公司). 5. Jiangxi Electronic Group Corporation Ltd. grants a RMB9.40 million existing credit to Nanchang Yatuo Architectural Design Co., Ltd. (南昌雅拓建築設計有限公司). 6. Jiangxi Electronic Group Corporation Ltd. grants a RMB15.80 million existing credit to Jiangxi Kuncheng Investment Co., Ltd. (江西坤城投資有限公司). Each individual credit facility within the above credit limit shall be submitted to the loan Review Committee of the headquarters for approval. Jiangxi Electronic Group Corporation Ltd. grants an additional RMB380 million credit, for a term of two years, which can be revolving, with a loan interest rate of 4.75% (one-year LPR+95BP, which is subject to the approval



of the Planning and Finance Department of the headquarters), for purchasing electrolytic copper. The 97,070,400 outstanding shares of Sansheng Shares held by PAN Xianwen (潘先文) are pledged as guarantee (47,909,734 equities were pledged for the first time and a loan of RMB187.54 million was issued; and the remaining equities were pledged for the second time and the remaining loans were issued). In addition, DENG Kaiyuan (鄧凱元), WU Rui (伍銳) and LIN Yu (林宇) secure the credit with personal unlimited liability guarantee.

(V) Jiangxi Expressway Investment Group Co., Ltd. (江西省高速公路投資集團有限責任公司) holds 938 million shares of the Bank, accounting for 15.56% of the total, and is the main shareholder of the Bank. In 2021, there were four significant related party transactions between Jiangxi Expressway Investment Group Co., Ltd. and its related parties in the Bank involving RMB2.75 billion.

1. Jiangxi Expressway Investment Group Co., Ltd. grants a RMB200 million credit to the following unit: Jiangxi Provincial Expressway Investment Group Co., Ltd. grants an additional RMB200 million credit to Jiangxi Provincial Expressway Investment Group Materials Co., Ltd. (江西省高速公路投資集團材料有限公司) for a term of three years, which can be revolving and diverted. The credit instruments include but are not limited to working capital loans, bank acceptances, guarantees, etc. In case of a loan, the term of a single loan is not more than one year, and the interest rate is LPR+100BP (the rate is subject to the approval of the Planning and Finance Department of the headquarters), for purchasing materials and etc.; in case of a bank acceptance, a 15% deposit is required, for purchasing materials and etc.; in case of a guarantee, a 0% deposit is required. Guarantees are classified into bidding guarantee, performance guarantee, advance payment guarantee, payment guarantee, etc. The issuance and charging of guarantees shall be carried out according to the measures for the management of the guarantee business and the charging standard of the Bank. It is secured by way of guarantee. Jiangxi Province Expressway Supplies Co., Ltd. (江西省高速公路物資有限公司) secures the credit with joint liability guarantee.
2. Jiangxi Expressway Investment Group Co., Ltd. grants a RMB1.35 billion group credit to the following two units, of which: 1. Jiangxi Expressway Investment Group Co., Ltd. grants a RMB1.2 billion credit, and the credit instruments include but are not limited to working capital loans, medium-term notes, super & short-term commercial papers, and short-term commercial papers. The credit term is three years, which can be revolving and diverted. In case of a loan, the term of a single loan is not more than one year, and the loan interest rate is 3.55% (the rate is subject to the approval of the Planning and Finance Department of the headquarters). The price of other credit instruments is subject to the approval of the Planning and Finance Department of the headquarters. The loan is used for road maintenance; other credit instruments shall not be used for equity and securities investment, or real estate

development (including replacing financing funds related to real estate projects), for high-polluting and energy-intensive industries and over capacity industries, and other areas and purposes where production and operation are prohibited by the state; Jiangxi Expressway Group Ning'an Expressway Co., Ltd. (江西省高速集團寧安高速公路有限責任公司) secures the loan with joint liability, and other credit instruments can be secured as a credit; If the term of the credit is more than three years, it shall be re-submitted to the Credit Approval Committee of the headquarters for consideration. 2. Jiangxi Expressway Investment Group Co., Ltd. grants a RMB150 million credit to Jiangxi Transportation Engineering Group Co., Ltd. (江西省交通工程集團有限公司) Guarantees are classified into bidding guarantee, performance guarantee, advance payment guarantee, payment guarantee, etc. The credit has a term of two years, with a deposit of 0% and a guarantee handling rate of 0.1%, which can be revolving and diverted. Tibet Zhongjiang Highway Engineering Co., Ltd. (西藏中江公路工程有限責任公司) secures the credit with joint liability.

3. Jiangxi Expressway Investment Group Co., Ltd. grants a group credit of RMB600 million to Jiangxi Expressway Material Co., Ltd. (江西省高速公路物資有限公司) for a term of three years, which can be revolving and diverted. The credit instruments include but are not limited to working capital loans, bank acceptances, guarantees, international letter of credit, domestic letter of credit, etc. In case of a loan, the term of a single loan is not more than one year, which can be revolving and diverted, and the interest rate is LPR+100BP at the time of issuance (the rate is subject to the approval of the Planning and Finance Department of the headquarters), for purchasing materials and etc.; in case of a bank acceptance, a 15% deposit is required, with a term of three years, which can be revolving and diverted, for purchasing materials and etc.; in case of a guarantee, a 0% deposit is required, with a term of three years, which can be revolving and diverted. Guarantees are classified into bidding guarantee, performance guarantee, advance payment guarantee, payment guarantee, etc. The issuance and charging of guarantees shall be carried out according to the measures for the management of the guarantee business and the charging standard of the Bank; in case of international letter of credit or domestic letter of credit, a 15% deposit is required, with a term of three years, which can be revolving and diverted. Fees and business handling shall be carried out in accordance with the measures for the management and the charging standard of the Bank. Jiangxi Highway Management Bureau Traffic Engineering Company (江西公路交通工程有限公司) secures the credit with joint liability.
4. Jiangxi Expressway Investment Group Co., Ltd. grants a RMB600 million group credit to Jiangxi Expressway Material Co., Ltd., (江西省高速公路物資有限公司) with an amount of RMB600 million (the quota is divided from the parent company, and the actual total amount of credit remains unchanged) and a term of three years, which can be revolving and diverted, for purchasing materials (building materials of all kinds). The credit instruments include but

are not limited to working capital loans and bank acceptances. In case of a loan, the term of a single loan is not more than one year. The loan will be granted on an annual basis, and the loan interest rate is one-year LPR+100BP (i.e. 4.85%) at the time of issuance; in case of a bank acceptance, a 15% deposit is required. Jiangxi Highway Management Bureau Traffic Engineering Company (江西公路交通工程有限公司) secures the credit with joint liability guarantee.

- (VI) Cedar International Trust Co. Ltd. (雪松國際信託股份有限公司) grants a RMB949 million existing credit, with a term of one year, for maintaining existing business.
- (VII) Jiangxi Copper Co., Ltd. (江西銅業股份有限公司) holds 140 million equities of the Bank, accounting for 2.32% of the total, and has appointed Supervisor ZHOU Minhui (周敏輝) to the Bank. Jiangxi Copper Co., Ltd. grants a RMB700 million additional credit to Jiangxi Copper Lead & Zinc Metals Co., Ltd., (江西銅業鉛鋅金屬有限公司) which is working capital loans in nature, for a term of one year, which can be revolving. The interest rate is LPR+50BP for the current period (the specific rate is subject to the approval of the Planning and Finance Department of the headquarters). It can be diverted in use with credit instruments such as letter of credit, trade financing, cloud enterprise chain factoring, and the margin ratio, interest rate, rate and other elements of such diverted credit instruments shall be implemented in accordance with relevant regulations of the Bank. In case the diverted credit instrument is cloud enterprise chain, it shall be subject to the approval of the Corporate Department of the headquarters. The credit is used for purchasing lead concentrate and other raw materials. Jiangxi Ganbo Power Sales Co., Ltd. (江西贛博售電有限公司) secures the credit with joint liability guarantee.

### **III. PRICING OF RELATED-PARTY TRANSACTIONS**

In 2021, the related-party transactions of the Bank were the credit business, personal loan, and leasing business. Credit business mainly included loans, bank acceptances, and bonds. The pricing method of the credit business was determined based on the customer rating and risk profiles and in light of the Bank's pricing management method. Trading gains included interest income, intermediary business income, etc. The pricing of related-party transactions was determined with reference to the fair market price, and the trading conditions were not more favorable than those of non-related-party transactions.

### **IV. APPROVAL PROCEDURES OF RELATED-PARTY TRANSACTIONS**

General related-party transactions will be reported to the Related-Party Transactions Control Committee under the Board of Directors after being summarized in writing on a quarterly basis.

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**APPENDIX XII SPECIAL REPORT ON RELATED-PARTY TRANSACTIONS FOR 2021**

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The significant related-party transactions are subject to approval of the Board after review of the Related-Party Transactions Control Committee, and shall be reported to the Board of Supervisors and regulatory authorities at the same time within 10 working days from the date of approval.

The above related-party transactions comply with the relevant regulations and requirements of the Administrative Measures on Related Party Transactions between Commercial Banks and Insiders and Shareholders, the Administrative Measures on Related Party Transactions of Banking and Insurance Institutions (effective from 1 March, 2022) and the Administrative Measures for Related (Connected) Transactions of Jiangxi Bank Co., Ltd. issued by the Bank.

### Report on “2021-2025” Development Strategy Planning of Jiangxi Bank

2021 is the final year of the Report on “2017-2021” Development Strategy Planning of Jiangxi Bank. In order to respond to “the 14th five-year plan” of the province and China timely and efficiently, the Party Committee starts the preparation work of “2021-2025” Development Strategy Planning, aiming to implement the national strategy of “Carbon Peak Emissions and Carbon Neutrality” and plan the development goals and the ways of realizing pursuant to green finance development objectives related to the People’s Bank of China the CBIRC. Report on “2021-2025” Development Strategy Planning of Jiangxi Bank is done after collecting the comments and suggestions repeatedly. Such development planning has analyzed external environment, internal status and horizontal benchmarking and provided the overall development strategy planning of “1+2+4+6+N”.

## I. DEVELOPMENT FOUNDATION AND DEVELOPMENT ENVIRONMENT

### (I) Seven Challenges to Jiangxi Bank Brought by the External Environment

**Economic momentum transformation.** Affected by multiple factors including the COVID-19, the uncertainty of PRC’s economic growth has been increased. The market potential of economic development will be further reduced, thus increasing the competition for assets of good quality between banks.

**In-depth economic deleveraging.** Affected by multiple factors including macro economic deleveraging and further adjustment in the industrial structure, credit risk of some regions and industries has been released continuously, increasing non-performing loans and special mention loans. The Bank needs to further improve the risk management standards and stay alert to the risk of deterioration in asset quality.

**Interest rate spreads narrowing.** For assets, the LPR reform leads the interest rate declining; for liability, factors such as easing liquidity and standardization of deposits lead to a slow recovery in the cost of deposits; however, the interest spreads of deposits and loans continue to narrow. The profitability of banks is facing increasingly severe challenges, and the traditional business structure relying on the interest spreads needs to be adjusted urgently.

**Prominent liquidity pressure.** Supervisors crack down on “pseudo innovation” and require banks to rectify the abnormal situation of attracting deposits by high interest rates; banks are facing greater pressure from loss of deposits due to the failure of high-priced deposit-taking methods. The supervisor strengthened the supervision of the ticket-to-bill ratio and the ticket-to-loan ratio, which intensified the tightened liquidity of small and medium-sized banks. The combination of various factors leads to weak growth in regional small and medium-sized bank deposits which cannot operate in the model of price competition, little growth in ordinary deposits and highlighting liquidity pressure.

**Regulatory requirements promulgating.** The Notice of Establishing a Centralization Management System for Real Estate Loans of Banking Financial Institutions and the Interim Measures for the Administration of Internet Loans of Commercial Banks have imposed various limits on real estate loans and Internet loans, which increases market expansion pressure of banks' asset business. The requirement for regional banks to "return to the basics" limits the funds of regional banks to go out of the province, resulting in restrictions on regional investment and loan business. Regional supervisor has issued differentiated investment management requirements in accordance with bank regulatory ratings, and some regional banks are required to reduce the scale of financial investment business, which brings greater pressure on the growth of asset scale. Under the guidance of various regulatory requirements, it is urgently necessary to transform the banking business model.

**Intensifying competition within the industry.** With the changing of economic environment, the competition for quality assets between large state-owned banks and regional banks will be more intense, of which the competition of MSEs' asset business and asset business implicit guaranteed by government the most will be most severe. The increasingly competitive environment puts forward higher requirements for many abilities such as bank product innovation and online product.

**Customer demand upgrade.** With the gradual penetration of digital technology into life, customers are increasingly demanding for digital channels and efficient and convenient customer experience, requiring the Bank to focus on the digital upgrading of business and customer experience improvement.

## (II) Six Opportunities for Jiangxi Bank Brought by the External Environment

**Regional policy benefits gradually emerged.** Jiangxi Province continues to create new economy and issues supporting policies for industrial operation and development in various fields. The economic growth rate of the province has ranked first in the country for many consecutive years. The Bank should strengthen the study of regional policies and seize the business development opportunities brought by policy benefits.

**Standardizing the regional operating environment.** With the country's strengthening of regional management, the operating environment of regional markets will become more standardized, and the credit and work efficiency of regional governments will be gradually optimized. The Bank shall focus on exploring the service opportunities of government agencies and vigorously developing government affairs and finance.

**Continuously broadening capital replenishment methods.** Supervisors gradually increase the support to the reform of small and medium-sized banks, broaden the capital replenishment methods in the form of convertible negotiated deposits, perpetual bonds and so on and give support to mergers and acquisitions of small and medium-sized banks. The Bank should seize the opportunity and make capital reserve for business development.

**Government’s dominant position becoming more prominent.** With the adjustment of economic structure, economic growth will be driven by the government and industrial investment, and the government’s dominant position in economic growth will become more prominent. At the same time, the credit of governments in various regions across the country has diverged, and the debt of government platforms in some regions such as Henan and Guizhou began to default. The Bank should attach importance to government resources, but carefully select business opportunities.

**Industrial finance demand gradually clearing.** Jiangxi Province takes regional leading enterprises as the core, makes efforts to develop “2+6+N” industries, and explores opportunities in non-ferrous metals, electronic information, equipment manufacturing, building materials, automobiles, aviation, traditional Chinese medicine and other industries; at the same time, the goal of “carbon peak and carbon neutrality” has brought new opportunities for financial product innovation and business breakthroughs in the green industry; the accelerated development of the industry has stimulated the financial demand for industrial specialization. The Bank shall improve its industrial specialization and develop integrated industrial solutions.

**Increasing maturity of digital technology applications.** The Bank has become more mature in the application of digital technology, and the empowerment of digital technology has driven the Bank to improve quality and efficiency. The Bank shall seize the opportunities of digital transformation of the banking industry and accelerate the process of digital transformation.

## II. GUIDING PRINCIPLE AND DEVELOPMENT GOAL

### (I) Guiding Principle

Xi Jinping’s thought on socialism with Chinese characteristics in the new era, the spirit of the 19th National Congress of the Communist Party of China and the 2nd, 3rd, 4th, 5th and 6th Plenary Sessions of the 19th CPC Central Committee, spirit of the 15th Party Congress in Jiangxi Province and the spirit of General Secretary Xi Jinping’s important speeches on financial work and important speeches in Jiangxi Province.

### (II) Strategic Development Main-line

Treating “further promoting high-quality development” as the strategic main-line, the Bank promotes “adjusting structure and stabilizing growth” strategic transformation. High-quality development is shown in three aspects: **First, the connotation of high-quality development** is to achieve the balanced development of scale, profitability and risks, and promote the high-quality and sustainable development of business. **Second, the core guiding ideology of high-quality development** includes: focusing on profit growth, interest margin management (especially the management of deposit interest rate), strengthening capital-light transformation, deepening customer operation (building a customer-oriented product and service model), accelerating the upgrading of basic management capabilities such as risk,

technology and operation. **Third, the five core indicators of high-quality development** include: controlling the cost of liabilities, expanding the number of basic customers, stabilizing net interest margin, optimizing asset structure to reduce capital consumption, controlling new non-performing assets and digesting existing non-performing assets.

### III. “1+2+4+6+N” STRATEGIC PLANNING

During the second five-year strategic planning period (2021-2025), the Bank will focus on 1 strategic development main-line, promote two transformation reforms, strengthen four capabilities support, develop six core businesses, build N key customer groups, and comprehensively promote and achieve high-quality development of the Bank, aiming to respond to “the 14th five-year plan” of the province and China.

**“1” represents the implementation of a strategic main-line.** In the next five years, the Bank will need to promote the strategic transformation of “adjusting structure and stabilizing growth” with the strategic main-line of “further promoting high-quality development and safeguarding the leading position of the financial industry in Jiangxi Province”. It clarifies the connotation of high-quality development, core guiding ideology and five core indicators.

**“2” represents the implementation of two-wheel driving reform.** **Firstly**, the Bank will promote the reform of the profit center by building a profit center, optimizing assessment and resource allocation, and adjusting the risk management structure and other measures. The strategic plan proposes to promote the establishment of a profit center structure across the Bank, appoint the president of the center, coordinate all the work of the segment center, and delegate the power of management and control of the profit center personnel, finance and assets. The Bank will optimize the organizational structure and department functions within each center, improves the supporting talent system, comprehensively build a strong head office, and stimulates the vitality of the Bank. **Secondly**, the Bank shall improve the digital capabilities. The improvement shall mainly focus on making up for shortcomings and characteristics, and takes digitalization as the starting point to promote the rectification of shortcomings in capabilities; the Bank will build business characteristics through digital innovation to form differentiated competitive advantages.

**“4” represents the improvement of four supporting capabilities.** The Bank shall support the development of the Bank by focusing on improving the four core capabilities, including risk management capabilities, technological support capabilities, asset and liability management and resource allocation capabilities, and channels and operation management capabilities.

**“6” represents the six core businesses of “1+4+1” planning.** “1” is to build a board business of featured government affairs, forge a long financial chain of government affairs and finance, and promote the transformation of traditional businesses; “4” is to seek transformation of the four core businesses of the company, retail, inclusive finance and gold market, and take retail and inclusive finance as the key businesses of the Bank in the future; the last “1” is to explore the construction of a new source of profit through special asset operation, which is a new profit growth point of the Bank.



**“N” is to build N key customer groups.** Based on the five strategic directions of the Bank’s high-quality development and the current pain points faced by customer development, the Bank needs to clarify the source of target customer groups through the customer group strategy in the future. The Bank will increase the operation of key customer groups with high-quality assets and low-cost liabilities, serve the green industry, tap the resources of high-quality green customer groups, put forward differentiated development requirements for different regions, and increase the expansion of county and rural markets.

#### **IV. COMPREHENSIVE PROTECTION MEASURES**

##### **(I) Strengthening Party Building**

Strengthening statutory positioning. The Bank will focus on strengthening the leadership of the Party, improving the content of Party building included in the Articles of Association, further refining and clarifying important contents such as the duties and powers, organizational structure, operating mechanism and basic guarantee of the Party organization, and further strengthening the legal status of the Party organization in corporate governance.

##### **(II) Improving Corporate Governance**

The Bank clarifies and implements the legal status of the Party organization in the corporate governance structure, strengthens the unity of Party leadership and improved corporate governance, and further refined the content of Party building in the Articles of Association. It coordinates the decision-making functions of the Party organization and the Board of Directors on major issues, clearly define “Three Importance and One Greatness” issues, and establishes regular coordination channels and mechanisms. The Bank improves the governance structure of “Three Meetings and One Level”, forms a reasonable organizational structure and scientific operation mechanism of “Party leadership, decision-making of the Board of Directors, supervision of the Board of Supervisors and implementation by the management”, and improves the leadership system of “two-way entry and cross-appointment”.

##### **(III) Promoting Green Operation**

The Bank will implement the development strategy of green finance, build a carbon neutral bank, actively respond to the national strategic goal of “30 60” carbon peak and carbon neutrality, and achieves carbon peak in 2028 and carbon neutrality in 2050 at the level of its own operation. The Bank will build a sustainable bank, and promote the construction of “beautiful villages” and “ecological villages” through green credit to achieve the coordinated development of local economy and green finance. The Bank will build an ecological bank, actively support projects such as ecology, ecological restoration and compensation, and comprehensively support the development of biodiversity in Jiangxi Province.

**(IV) Strengthening Social Responsibility**

Practice ESG concepts and strengthen social responsibility. The Bank will improve the top-level design, incorporate environmental and social objectives into the Company's development strategy, and appropriately introduce non-financial indicators in the performance appraisal of the management. The Bank will the efficiency of ESG data collection and sorting, achieve timely monitoring, further realize automatic accounting of environmental and social benefits, and automatically generate various regulatory reports and internal management reports. The Bank will strengthen the information disclosure of ESG concerns in the capital market, and actively respond to the ESG questionnaire survey of rating agencies to improve the ESG rating.

**(V) Deepen Internal Control and Compliance**

Improve internal control and compliance capabilities. The Bank will mobilize all departments of the Bank to actively participate in system streamlining, and gradually form a whole life cycle rules and regulations management system; refine and classify compliance inspection issues to promote system optimization; and pay more attention to anti-money laundering and improve the standard of anti-money laundering.

**(VI) Building Corporate Culture**

The Bank will improve the organizational guarantee of corporate culture, clarify the connotation of core values, carry out systematic cultural publicity activities, and builds corporate culture.

**(VII) Establishing Brand Characteristics**

Treating enhancing brand image and shaping our own characteristics as the core goals of brand building, the Bank should improve brand strategy, enhance brand value and enhance overall competitiveness.

**(VIII) Enhancing Consumer Rights Protection Capability**

The overall goal of consumer rights protection is to form a sound organizational structure and a complete system for consumer rights protection, and to protect the basic rights of consumers in accordance with the law; the Bank will provide satisfactory financial products and financial services to meet customers' needs and consumption experience.



**JIANGXI BANK CO., LTD.\***

**江西銀行股份有限公司\***

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

**(Stock Code: 1916)**

## **NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2021 Annual General Meeting (the “AGM”) of Jiangxi Bank Co., Ltd.\* (the “Bank”) will be held at 9:30 a.m. on June 28, 2022 (Tuesday) at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC, to consider, and if thought fit, pass the following resolutions:

### **ORDINARY RESOLUTIONS**

1. to consider and approve the election of Directors of the third session of the board of directors:
  - 1.01 to consider and approve the election of Ms. ZENG Hui as an executive director of the Bank
  - 1.02 to consider and approve the election of Mr. LUO Xiaolin as an executive director of the Bank
  - 1.03 to consider and approve the election of Mr. YU Minxin as a non-executive director of the Bank
  - 1.04 to consider and approve the election of Ms. ZHUO Liping as a non-executive director of the Bank
  - 1.05 to consider and approve the election of Mr. DENG Yonghang as a non-executive director of the Bank
  - 1.06 to consider and approve the election of Ms. XIONG Jiemin as a non-executive director of the Bank
  - 1.07 to consider and approve the election of Mr. LI Shuiping as a non-executive director of the Bank
  - 1.08 to consider and approve the election of Mr. WONG Hin Wing as an independent non-executive director of the Bank

- 1.09 to consider and approve the election of Ms. WANG Yun as an independent non-executive director of the Bank
- 1.10 to consider and approve the election of Mr. YANG Ailin as an independent non-executive director of the Bank
- 1.11 to consider and approve the election of Mr. LIU Xinghua as an independent non-executive director of the Bank
2. to consider and approve the election of Supervisors of the third session of the board of supervisors:
  - 2.01 to consider and approve the election of Mr. ZHOU Minhui as a shareholder supervisor of the Bank
  - 2.02 to consider and approve the election of Mr. WANG Ruiqiang as a shareholder supervisor of the Bank
  - 2.03 to consider and approve the election of Mr. HE Nan as a shareholder supervisor of the Bank
  - 2.04 to consider and approve the election of Mr. LI Xunlei as an external supervisor of the Bank
  - 2.05 to consider and approve the election of Mr. LUO Ping as an external supervisor of the Bank
  - 2.06 to consider and approve the election of Ms. WANG Guizhi as an external supervisor of the Bank
3. to consider and approve the 2021 work report of the board of directors
4. to consider and approve the 2021 work report of the board of supervisors
5. to consider and approve the 2021 annual financial statements report
6. to consider and approve the 2022 financial budget plan
7. to consider and approve the 2021 profit distribution plan
8. to consider and approve the 2022 capital expenditure plan
9. to consider and approve the engagement of audit institutions for 2022

10. to consider and approve the Formulation of the Rules of Procedure of The Board of Directors (2022 Version)
11. to consider and approve the Amendments to the Rules of Procedure of the Board of Supervisors
12. to consider and approve the Amendments to the Working Rules for External Supervisors
13. to consider and approve the Amendments to the Working Rules for Independent Directors
14. to consider and approve the Amendments to the Remuneration Package for Independent Directors

#### SPECIAL RESOLUTIONS

15. to consider and approve the extension of the validity period and authorization period of the issuance of undated capital bonds
16. to consider and approve the Amendments to the Articles of Association
17. to consider and approve the Amendments to the Rules of Procedure Regarding General Meetings
18. to consider and approve the Amendments to the Measures for Equity Management
19. to consider and approve the Formulation of Behavior Supervision Measures for Major Shareholder

#### REPORTING MATTER

20. the special report on related-party transactions for 2021
21. the report on “2021-2025” strategy planning

**The Board of Directors of  
Jiangxi Bank Co., Ltd.\***

Nanchang, the PRC, May 27, 2022

*As of the date of this notice, the board of directors of the Bank comprises Mr. LUO Yan as executive directors; Mr. LI Zhanrong, Mr. LIU Sanglin, Mr. DENG Jianxin, Ms. ZHUO Liping and Mr. YU Minxin as non-executive directors; and Ms. ZHANG Rui, Ms. ZHANG Wangxia, Mr. WONG Hin Wing and Ms. WANG Yun as independent non-executive directors.*

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

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), all resolutions proposed at the AGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jx-bank.com) in accordance with the Listing Rules.

2. **CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM**

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the Bank’s register of members will be closed from May 28, 2022 (Saturday) to June 28, 2022 (Tuesday), both days inclusive, during which period no transfer of the shares of the Bank will be effected. The Shareholders included in the Bank’s register of Shareholders on June 28, 2022 (Tuesday) shall be entitled to attend and vote at the AGM. In order to be eligible for attending and voting at the AGM, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the Board office of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC (for holders of Domestic Shares) or to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) before 4:30 p.m. on May 27, 2022 (Friday).

3. **CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR RECEIVING THE 2021 FINAL DIVIDEND**

The Board of the Bank has proposed the 2021 Final Dividend (the “**2021 Final Dividend**”) of RMB0.05 per share (including tax), totaling RMB301.2 million (including tax). If approved by the AGM, the 2021 Final Dividend will be distributed to the Shareholders whose names appear in the register of members of the Bank on July 10, 2022 (Sunday). The 2021 Final Dividend is expected to be distributed to the Shareholders on August 26, 2022 (Friday).

The H Share register of members of the Bank will be closed from July 5, 2022 (Tuesday) to July 10, 2022 (Sunday), both days inclusive, during which period no transfer of H Shares will be effected. In order to be eligible for receiving the 2021 Final Dividend, all transfer documents together with relevant share certificates and other appropriate documents shall be sent to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on July 4, 2022 (Monday).

4. **PROXY**

Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (if the Shareholder holds two or more issued Shares of the Bank with a nominal value of RMB1.00 each), whether such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the AGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the power of attorney shall be affixed with the seal of the legal person or signed by its Director or a representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized, and served at the same time as the power of attorney. The power of attorney of the Shareholders’ proxy shall be served to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares), or to the Board office of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC (for holders of Domestic Shares) not less than 24 hours before the scheduled time for holding of the AGM (i.e. by 9:30 a.m. on June 27, 2022 (Monday)) or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any shares, one of the registered joint holders can vote on such shares in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the AGM in person or by proxy, only the vote of the person whose name appears first in the register of members relating to the shares (in person or by proxy) will be accepted as the only vote of the joint holders.

**5. MISCELLANEOUS**

- (i) The Shareholders or their proxies shall present their identity documents when attending the AGM (or any adjournment thereof). If the legal representative of corporate Shareholders or any other persons officially authorized by the corporate Shareholders is present at the AGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).
- (ii) The AGM is expected to last for no more than half a day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (iii) Address and contact of Computershare Hong Kong Investor Services Limited:

17M Floor  
Hopewell Centre, 183 Queen's Road East  
Wanchai  
Hong Kong

Tel: (852) 2862 8555  
Fax: (852) 2865 0990

Address and contact of the Board office of the Bank:

Jiangxi Bank Tower  
No. 699 Financial Street, Honggutan New District  
Nanchang  
Jiangxi Province  
the PRC

Tel: (86) 791 86791008/(86) 791 86791009  
Fax: (86) 791 86771100

- (iv) Shareholders who intend to attend the meeting in person are advised to pay attention to the following matters :
  - a. Please contact the office of the Board of the Bank no later than two business days before the AGM (i.e. before 9: 30 a.m. on Friday, June 24, 2022, (Beijing time)) to communicate and register information regarding health condition, recent itineraries and other information in order to enter the venue on the date of the AGM.
  - b. Please follow and comply with instructions on pandemic prevention requirements, including attendee registration, health information inquiry and authentication and temperature check, upon arrival at the venue of the AGM, strictly comply with the pandemic prevention requirements of local governmental authorities. During the meeting, please wear face masks throughout the meeting and keep necessary distance according to the meeting arrangements.
  - c. Contact details for the meeting:

The office of the Board of Jiangxi Bank Co., Ltd.

Contact address: Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District,  
Nanchang, Jiangxi Province, the PRC

Postal code: 330038

Fax: (86) 791 86771100

Email: [xuc03@jx-bank.com](mailto:xuc03@jx-bank.com)

6. The details about the aforesaid resolutions proposed for the consideration and approval at the AGM will be set out in the circular of the AGM and the 2022 First Class Meeting of H Shareholders of the Bank dated May 27, 2022. Shareholders should also read the 2021 annual report published by the Bank on April 4, 2022, where the 2021 work report of the board of directors, 2021 work report of the board of supervisors, audited 2021 financial statements and the 2021 profit distribution plan are set out.





**JIANGXI BANK CO., LTD.\***

**江西銀行股份有限公司\***

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

**(Stock Code: 1916)**

## **NOTICE OF THE 2022 FIRST CLASS MEETING OF H SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2022 First Class Meeting of H Shareholders (the “**Class Meeting of H Shareholders**”) of Jiangxi Bank Co., Ltd.\* (the “**Bank**”) will be held on June 28, 2022 (Tuesday) immediately following the completion of the 2021 Annual General Meeting and the 2022 First Class Meeting of Domestic Shareholders of the Bank or any adjournment thereof at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District, Nanchang, Jiangxi Province, the PRC, to consider, and if thought fit, pass the following resolution:

### **SPECIAL RESOLUTIONS**

1. to consider and approve the extension of the validity period and authorization period of the issuance of undated capital bonds
2. to consider and approve the Amendments to the Articles of Association
3. to consider and approve the Amendments to the Rules of Procedure Regarding General Meetings
4. to consider and approve the Amendments to the Measures for Equity Management
5. to consider and approve the Formulation of Behavior Supervision Measures for Major Shareholder

**The Board of Directors of  
Jiangxi Bank Co., Ltd.\***

Nanchang, the PRC, May 27, 2022

*As of the date of this notice, the board of directors of the Bank comprises Mr. LUO Yan as executive directors; Mr. LI Zhanrong, Mr. LIU Sanglin, Mr. DENG Jianxin, Ms. ZHUO Liping and Mr. YU Minxin as non-executive directors; and Ms. ZHANG Rui, Ms. ZHANG Wangxia, Mr. WONG Hin Wing and Ms. WANG Yun as independent non-executive directors.*

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

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), all resolutions proposed at the Class Meeting of H Shareholders will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.jx-bank.com](http://www.jx-bank.com)) in accordance with the Listing Rules.

2. **CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE CLASS MEETING OF H SHAREHOLDERS**

In order to determine the list of Shareholders who are entitled to attend and vote at the Class Meeting of H Shareholders, the Bank’s register of members will be closed from May 28, 2022 (Saturday) to June 28, 2022 (Tuesday), both days inclusive, during which period no transfer of the shares of the Bank will be effected. The H Shareholders included in the Bank’s register of Shareholders on June 28, 2022 (Tuesday) shall be entitled to attend and vote at the Class Meeting of H Shareholders. In order to be eligible for attending and voting at the Class Meeting of H Shareholders, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on May 27, 2022 (Friday).

3. **PROXY**

Any H Shareholder entitled to attend and vote at the Class Meeting of H Shareholders is entitled to appoint one or more persons (if the Shareholder holds two or more issued Shares of the Bank with a nominal value of RMB1.00 each), whether such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the Class Meeting of H Shareholders.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the power of attorney shall be affixed with the seal of the legal person or signed by its director or a representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized, and served at the same time as the power of attorney. The power of attorney of the Shareholders’ proxy shall be served to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the scheduled time for holding of the Class Meeting of H Shareholders (i.e. by 9:30 a.m. on June 27, 2022 (Monday)) or any adjournment thereof (as the case may be).

After the completion and return of the power of attorney, you can attend and vote in person at the Class Meeting of H Shareholders or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any shares, one of the registered joint holders can vote on such shares in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the Class Meeting of H Shareholders in person or by proxy, only the vote of the person whose name appears first in the register of members relating to the shares (in person or by proxy) will be accepted as the only vote of the joint holders.

4. **MISCELLANEOUS**

- (i) The Shareholders or their proxies shall present their identity documents when attending the Class Meeting of H Shareholders (or any adjournment thereof). If the legal representative of corporate Shareholders or any other persons officially authorized by the corporate Shareholders is present at the Class Meeting of H Shareholders (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).
- (ii) The Class Meeting of H Shareholders is expected to last for no more than half a day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (iii) Address and contact of Computershare Hong Kong Investor Services Limited:

17M Floor  
Hopewell Centre, 183 Queen’s Road East  
Wanchai  
Hong Kong

Tel: (852) 2862 8555  
Fax: (852) 2865 0990

- (iv) Shareholders who intend to attend the meeting in person are advised to pay attention to the following matters:
- a. Please contact the office of the Board of the Bank no later than two business days before the Class Meeting of H Shareholders (i.e. before 9: 30 a.m. on Friday, June 24, 2022, (Beijing time)) to communicate and register information regarding health condition, recent itineraries and other information in order to enter the venue on the date of the Class Meeting of H Shareholders.
  - b. Please follow and comply with instructions on pandemic prevention requirements, including attendee registration, health information inquiry and authentication and temperature check, upon arrival at the venue of the Class Meeting of H Shareholders, strictly comply with the pandemic prevention requirements of local governmental authorities. During the meeting, please wear face masks throughout the meeting and keep necessary distance according to the meeting arrangements.
  - c. Contact details of the meeting:  
  
The office of the Board of Jiangxi Bank Co., Ltd.  
  
Contact address: Jiangxi Bank Tower, No. 699 Financial Street, Honggutan New District,  
Nanchang, Jiangxi Province, the PRC  
  
Postal code: 330038  
  
Fax: (86) 791 86791100  
  
Email: xuc03@jx-bank.com
5. The details about the aforesaid resolution proposed for the consideration and approval of the Class Meeting of H Shareholders will be set out in the circular of the 2021 Annual General Meeting and the Class Meeting of H Shareholders of the Bank dated May 27, 2022.