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

If you have sold or transferred all your shares in China Everbright Bank Company Limited, you should at once hand this circular and the accompanying proxy form and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中國光大銀行股份有限公司

China Everbright Bank Company Limited

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

(Stock code: 6818)

**PLAN AND AUTHORIZATION OF THE ISSUANCE OF FINANCIAL BONDS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES OF THE GENERAL MEETING
PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES OF THE BOARD OF DIRECTORS
PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES OF THE BOARD OF SUPERVISORS
AND
NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING**

The letter from the Board is set out on pages 3 to 8 of this circular.

The EGM will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Friday, 23 December 2022 at 9:30 a.m. The EGM notice and relevant proxy form and reply slip for the EGM are dispatched to the Shareholders on Monday, 7 November 2022.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the relevant proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 9:30 a.m. on Thursday, 22 December 2022) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the proxy form shall be deemed to be revoked.

7 November 2022

References to dates and time in this circular are to Hong Kong dates and time.

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DEFINITIONS

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

“Company”	China Everbright Bank Company Limited (中國光大銀行股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Stock Exchange (stock code: 6818) and the SSE (stock code: 601818), respectively
“A Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the SSE and traded in RMB
“H Share(s)”	overseas listed foreign shares of par value RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“Articles of Association”	the Articles of Association of China Everbright Bank Company Limited
“Rules of Procedures of the General Meeting”	the Rules of Procedures of the General Meeting of China Everbright Bank Company Limited
“Rules of Procedures of the Board of Directors”	the Rules of Procedures of the Board of Directors of China Everbright Bank Company Limited
“Rules of Procedures of the Board of Supervisors”	the Rules of Procedures of the Board of Supervisors of China Everbright Bank Company Limited
“Board” or “Board of Directors”	the Board of Directors of the Company
“Board of Supervisors”	the Board of Supervisors of the Company
“Director(s)”	director(s) of the Company
“Independent Non-executive Director(s)”	independent non-executive director(s) of the Company
“Supervisor(s)”	supervisor(s) of the Company
“EGM”	the second extraordinary general meeting of 2022 of the Company to be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Friday, 23 December 2022 at 9:30 a.m.
“CBIRC”	China Banking and Insurance Regulatory Commission

DEFINITIONS

“CSRC”	China Securities Regulatory Commission
“PBOC”	the People’s Bank of China
“SSE”	the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	ordinary share(s) of par value RMB1.00 each in the share capital of the Company (including A Shares and/or H Shares)

LETTER FROM THE BOARD



中國光大銀行股份有限公司

China Everbright Bank Company Limited

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

(Stock code: 6818)

Chairman of the Board, Non-executive Director:

Mr. WANG Jiang

Executive Directors:

Mr. FU Wanjun

Mr. QU Liang

Non-executive Directors:

Mr. WU Lijun

Mr. YAO Zhongyou

Mr. YAO Wei

Mr. LIU Chong

Mr. LI Wei

Registered Office:

China Everbright Center

No. 25 and 25A Taipingqiao Avenue

Xicheng District

Beijing 100033, PRC

Principal Place of Business in Hong Kong:

23/F

Everbright Centre

108 Gloucester Road

Wan Chai

Hong Kong

Independent Non-executive Directors:

Mr. WANG Liguo

Mr. SHAO Ruiqing

Mr. HONG Yongmiao

Mr. LI Yinquan

Mr. HAN Fuling

Mr. LIU Shiping

7 November 2022

To the Shareholders

Dear Sir or Madam,

**PLAN AND AUTHORIZATION OF THE ISSUANCE OF FINANCIAL BONDS
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE
GENERAL MEETING
PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES OF THE BOARD OF DIRECTORS
PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURES OF THE BOARD OF SUPERVISORS
AND
NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the undermentioned matters and certain other matters, which will be submitted to the EGM for consideration and approval.

2. PLAN AND AUTHORIZATION OF THE ISSUANCE OF FINANCIAL BONDS

In order to broaden the long-term stable funding source, optimize the asset and liability structure of the Company, pursuant to the relevant laws and regulations, the Company proposes to issue financial bonds in light of the liquidity. This proposal is based on financial bond issuance plan and authorization passed at the Board meeting and general meeting of the Company in 2020 and to replan and reauthorize the financial bond issuance plan of the Company, the detailed plan of which is as follows:

I. Issuance Plan

1. Total size of issuance: Within the next three years (2023-2025), the balance of the financial bonds to be issued domestically and abroad shall not exceed 5% of total liabilities which is determined based on the audited total liabilities (on legal person basis) as at the end of the previous year.
2. Term of bonds: No more than 3 years.
3. Rate of the bonds: It will be determined with reference to market rates and method of issuance.
4. Use of proceeds: Granting loans, general working capital of the Bank and other general corporate purpose.

II. Authorization

It is proposed to the general meeting of Shareholders to authorize the Board and the Board to delegate the senior management to deal with the matters relating to the bond issuance:

1. within the extent permitted by relevant legal and regulatory authorities, and in accordance with the matching needs of assets and liabilities of the Company and market condition, to determine the specific matters relating to the bond issuance in the above plan, including but not limited to determining the specific time, the issuance amount, the issuance method, the subscribers for issuance, the term of issuance, price of issuance and specific use of funds;
2. to conduct any negotiation relating to the bond issuance and execute the relevant contracts and documents;
3. to submit the application of financial bond issuance to the relevant regulatory authorities and make appropriate adjustments to the relevant issuance plan based on the comments from the regulatory authorities (if any);

LETTER FROM THE BOARD

4. other specific matters relating to the financial bond issuance.

The authorization is effective from 1 January 2023 to 31 December 2025, and will take effect from the date of approval of the resolution by the shareholders' general meeting of the Company.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement dated 28 October 2022 of the Company in relation to the proposed amendments to the Articles of Association.

Pursuant to the Corporate Governance Guidelines for Banking and Insurance Institutions, Code of Corporate Governance for Listed Companies (2018 Revision), Guidelines on Articles of Association of Listed Companies (2022 Revision), Rules Governing the Listing of Stocks on Shanghai Stock Exchange (Revised in January 2022), Shanghai Stock Exchange Listed Company No.1 Self-Discipline Guideline – Standard Operation, Hong Kong Listing Rules, other relevant regulatory rules and actual situation of the Company, the Company proposes to make the relevant amendments (the “Amendments”) to the Articles of Association.

The Company hereby proposes to the shareholders' general meeting to authorize the Board, and the Board shall then delegate the senior management to deal with, at their sole discretion, specific matters related to the Amendments within the authorisation considered and approved by the shareholders' general meeting, including but not limited to the revision to the non-substantive expressions of the Articles of Association in accordance with the opinions from the CBIRC. If it involves substantial revision, it shall be submitted to the shareholders' general meeting of the Company for consideration.

The Amendments are subject to approval of the shareholders' general meeting of the Company, and submission to and approval by the CBIRC. The amended Articles of Association will take effect from the date of such approval.

Please refer to Appendix I of this circular for the details of the proposed amendments to the Articles of Association.

4. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING

Pursuant to the Corporate Governance Guidelines for Banking and Insurance Institutions, Code of Corporate Governance for Listed Companies (2018 Revision), Guidelines on Articles of Association of Listed Companies (2022 Revision), other relevant regulatory rules and amendments to the Articles of Association, and based on the actual situation of the Company, the Company proposes to make the relevant amendments to the Rules of Procedures of the General Meeting.

The Company hereby proposes to the shareholders' general meeting to authorize the Board, and the Board shall then delegate the senior management, in accordance with the opinions or requirements (if any) on the amended Articles of Association from relevant regulatory authorities (including but not limited to the

LETTER FROM THE BOARD

CBIRC), to revise the non-substantive expressions of the Rules of Procedures of the General Meeting. If it involves substantial revision, it shall be submitted to the shareholders' general meeting of the Company for consideration.

The amended Rules of Procedures of the General Meeting and the amended Articles of Association shall take effect at the same time.

Please refer to Appendix II of this circular for the details of the proposed amendments to the Rules of Procedures of the General Meeting.

5. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS

Pursuant to the Corporate Governance Guidelines for Banking and Insurance Institutions, Code of Corporate Governance for Listed Companies (2018 Revision), Guidelines on Articles of Association of Listed Companies (2022 Revision), other relevant regulatory rules and amendments to the Articles of Association, and based on the actual situation of the Company, the Company proposes to make the relevant amendments to the Rules of Procedures of the Board of Directors.

The Company hereby proposes to the shareholders' general meeting to authorize the Board, and the Board shall then delegate the senior management, in accordance with the opinions or requirements (if any) on the amended Articles of Association from relevant regulatory authorities (including but not limited to the CBIRC), to revise the non-substantive expressions of the Rules of Procedures of the Board of Directors. If it involves substantial revision, it shall be submitted to the shareholders' general meeting of the Company for consideration.

The amended Rules of Procedures of the Board of Directors and the amended Articles of Association shall take effect at the same time.

Please refer to Appendix III of this circular for the details of the proposed amendments to the Rules of Procedures of the Board of Directors.

6. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF SUPERVISORS

Pursuant to the Corporate Governance Guidelines for Banking and Insurance Institutions, Guidelines on Articles of Association of Listed Companies (2022 Revision), other relevant regulatory rules and amendments to the Articles of Association, and based on the actual situation of the Company, the Company proposes to make the relevant amendments to the Rules of Procedures of the Board of Supervisors.

The Company hereby proposes to the shareholders' general meeting to authorize the Board of Supervisors, in accordance with the opinions or requirements (if any) on the amended Articles of Association from relevant regulatory authorities (including but not limited to the CBIRC), to revise the non-substantive expressions of the Rules of Procedures of the Board of Supervisors. If it involves substantial revision, it shall be submitted to the shareholders' general meeting of the Company for consideration.

LETTER FROM THE BOARD

The amended Rules of Procedures of the Board of Supervisors and the amended Articles of Association shall take effect at the same time.

Please refer to Appendix IV of this circular for the details of the proposed amendments to the Rules of Procedures of the Board of Supervisors.

7. THE EGM

The EGM will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Friday, 23 December 2022 at 9:30 a.m. The EGM notice and relevant proxy form and reply slip for the EGM are dispatched to the Shareholders on Monday, 7 November 2022.

8. CLOSURE OF REGISTER OF MEMBERS FOR THE EGM

In order to determine the holders of H Shares who will be entitled to attend the EGM, the Company will suspend the registration of transfer of H Shares from Wednesday, 23 November 2022 to Friday, 23 December 2022 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Friday, 23 December 2022 are entitled to attend the EGM.

In order to qualify to attend the EGM, holders of H Shares of the Company must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 22 November 2022.

A reply slip and a proxy form for use at the EGM were also published on the websites of Hong Kong Exchanges and Clearing Limited "HKEXnews" (www.hkexnews.hk) and the Company (www.cebbank.com). Shareholders who intend to attend the EGM in person or by proxy shall complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 2 December 2022. Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time designated (i.e. not later than 9:30 a.m. on Thursday, 22 December 2022) for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

9. PROCEDURES FOR VOTING AT THE EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the EGM will be taken by poll.

To the best knowledge of the Company, no Shareholders are deemed to be materially interested in any resolution at the EGM and are required to abstain from voting on any resolution.

Please be reminded that, pursuant to the requirement of Article 66 of the Articles of Association, your voting rights at the EGM will be restricted if you pledge 50% or more of your voting shares in the Company.

LETTER FROM THE BOARD

10. RECOMMENDATIONS

The Directors consider that the resolutions as stated in the notice of EGM are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the EGM.

**The Board of Directors of
China Everbright Bank Company Limited**

As at the date of this circular, the Executive Directors of the Company are Mr. Fu Wanjun and Mr. Qu Liang; the Non-executive Directors are Mr. Wang Jiang, Mr. Wu Lijun, Mr. Yao Zhongyou, Mr. Yao Wei, Mr. Liu Chong and Mr. Li Wei; and the Independent Non-executive Directors are Mr. Wang Liguang, Mr. Shao Ruiqing, Mr. Hong Yongmiao, Mr. Li Yinquan, Mr. Han Fuling and Mr. Liu Shiping.

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 1	<p>In order to protect the lawful interests of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the Bank, the Articles of Association (hereinafter referred to as the “Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council (hereinafter referred to as “Special Provisions”, Mandatory Provisions for Articles of Association of Companies Listing Overseas (hereinafter referred to as “Mandatory Provisions”), the Guidelines on Articles of Association of Listed Companies (hereinafter referred to as “Guidelines on Articles”), the State Council’s Guiding Opinions on the Launching of the Preference Shares Pilot Scheme, the Administrative Measures on Preference Shares, and other relevant laws, regulations, rules and regulatory documents.</p>	<p>In order to protect the lawful interests of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the Bank, the Articles of Association (hereinafter referred to as the “Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Guidelines on Articles of Association of Listed Companies, <u>the Code of Corporate Governance for Listed Companies, the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, the State Council’s Guiding Opinions on the Launching of the Preference Shares Pilot Scheme, the Administrative Measures on Preference Shares, and other relevant laws, regulations, rules and regulatory documents.</p>	<p>Add the basis for formulation.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 2</p>	<p>The Bank was previously a national commercial bank established on 18 June 1992 upon approval of the People’s Bank of China (Yin Fu [1992] No. 152). Following the approval of the People’s Bank of China (Yin Fu [1995] No. 70), the Bank was restructured as a joint stock commercial bank on 6 July 1999. The Bank was registered at the State Administration of Industry and Commerce and obtained a business license. The business license number of the Bank is 100000000011748.</p> <p>.....</p>	<p>The Bank was previously a national commercial bank established on 18 June 1992 upon approval of the People’s Bank of China (Yin Fu [1992] No. 152). Following the approval of the People’s Bank of China (Yin Fu [1995] No. 70), the Bank was restructured as a joint stock commercial bank on 6 July 1999. The Bank was registered at the State Administration of Industry and Commerce Beijing Municipal Administration for Market Regulation and obtained a business license. The business license number of the Bank is 100000000011748. The unified social credit code of the Bank is 91110000100011743X.</p> <p>.....</p>	<ol style="list-style-type: none"> 1. Adjustment is made according to the Notice of the State Council on Establishment of Institutions (Guo Fa [2018] No. 6). 2. China implements a unified social credit code system for legal persons and other organizations based on organizational code. The Bank’s business license number has been changed to a unified social credit code.
<p>Article 6</p>	<p>In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law, organizations of the Communist Party of China shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring the implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</p>	<p>In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law, organizations of the Communist Party of China shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring promoting the implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.</p>	<p>Amendments are made in accordance with the prevailing Constitution of the Communist Party of China, the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial), the Opinions of the CPC Central Committee on Strengthening the Political Construction of the Party, the Opinion of the General Office of the CPC Central Committee on Strengthening the Party’s Leadership in Improving Corporate Governance of Central Enterprises, and with reference to the articles of association of peers.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 14	<p>The objectives of the Bank are to operate stably, adhere to principle of credibility, provide scientific management, provide high-level service, conduct various commercial banking services in accordance with law, persist in sustainable development, create maximum value for the shareholders and the stakeholders, and make contribution for development of national economy.</p> <p>.....</p>	<p>The objectives of the Bank are to operate stably, adhere to principle of credibility, provide scientific management, provide high-level service, conduct various commercial banking services in accordance with law, <u>pursue the development philosophy of innovation, coordination, greenness, openness and sharing,</u> persist in sustainable development <u>and high quality development,</u> create maximum value for the shareholders and the stakeholders, and make contribution for development of national economy.</p> <p>.....</p>	<p>1. Article 3 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>Listed companies shall pursue the development philosophy of innovation, coordination, greenness, openness and sharing, promote excellent entrepreneurial spirit, proactively fulfill social responsibilities, and form good corporate governance practice.</p> <p>2. the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 81 The bank and insurance institutions shall establish a vision of high-quality development, promote an honest and trustworthy, pioneering and innovative corporate culture, form a business principal of prudence and compliance, and abide by the fair, safe and orderly industry competition order.</p> <p>Article 82 The bank and insurance institutions shall pursue the development philosophy of innovation , coordination, greenness, openness and sharing, focus on environmental protection, actively fulfill social responsibilities, maintain a good social reputation, and create harmonious social relations.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 15	<p>Upon approval by CBIRC and the State Administration of Industry and Commerce, the business scope of the Bank is:</p> <p>.....</p>	<p>Upon approval by CBIRC and the State Administration of Industry and Commerce <u>Beijing Municipal Administration for Market Regulation</u>, the business scope of the Bank is:</p> <p>.....</p>	<p>Adjustment is made according to the Notice of the State Council on Establishment of Institutions (Guo Fa [2018] No. 6).</p>
Article 26	<p>The Bank may, depending on the operating and development requirements, adopt the following methods to increase its registered capital pursuant to laws, regulations, rules and regulatory documents and subject to the resolutions made at the shareholders' general meeting respectively:</p> <p>.....</p>	<p>The Bank may, depending on the operating and development requirements, adopt the following methods to increase its registered capital pursuant to laws, regulations, rules and regulatory documents and subject to the resolutions made at the shareholders' general meeting respectively:</p> <p>.....</p> <p><u>Where the conversion of convertible corporate bonds issued by the Bank results in an increase in registered capital, the conversion of convertible corporate bonds shall be conducted in accordance with laws, administrative regulations, departmental regulations, and prospectus of convertible corporate bonds and other relevant documents.</u></p>	<p>Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>Article 22 A company issuing convertible corporate bonds shall also make specific provisions in its articles of association on the issuance of convertible corporate bonds, the conversion procedures and arrangements, as well as the changes in the company's share capital caused by conversion.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 28	<p>After being approved under the procedures stipulated by the Articles and obtaining approvals from relevant competent authorities of the State, the Bank may repurchase its outstanding shares in the following circumstances:</p> <p>(I) canceling ordinary shares for the purpose of reducing capital of the Bank;</p> <p>(II) merging with other companies holding shares of the Bank;</p> <p>(III) giving the ordinary shares to staffs of the Bank as reward;</p> <p>(IV) being requested to repurchase the ordinary shares held by the shareholders who object to the resolutions adopted at the shareholders' general meeting concerning merger and division of the Bank;</p> <p>(V) repurchasing the Preference Shares;</p> <p>(VI) other circumstances permitted by laws, regulations, rules and regulatory documents.</p>	<p>After being approved under the procedures stipulated by the Articles and obtaining approvals from relevant competent authorities of the State, the Bank may repurchase its outstanding shares in the following circumstances:</p> <p>(I) canceling ordinary shares for the purpose of reducing capital of the Bank;</p> <p>(II) merging with other companies holding shares of the Bank;</p> <p>(III) giving the ordinary shares to staffs of the Bank as reward <u>granting shares for employee stock ownership scheme or share incentives;</u></p> <p>(IV) being requested to repurchase the ordinary shares held by the shareholders who object to the resolutions adopted at the shareholders' general meeting concerning merger and division of the Bank;</p> <p>(V) <u>utilizing shares for conversion of convertible corporate bonds issued by the Bank;</u></p> <p>(VI) <u>being necessary for the Bank to protect corporate value and shareholders' interests;</u></p> <p>(V)(VII) repurchasing the Preference Shares;</p> <p>(VI)(VIII) other circumstances permitted by laws, regulations, rules and regulatory documents.</p>	<p>Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>Article 24 The company may not repurchase its own shares, save as under the following circumstances:</p> <p>(I) reduction of the registered capital of the company;</p> <p>(II) merging with another companies holding holds shares in the company;</p> <p>(III) granting shares for employee stock ownership scheme or share incentives;</p> <p>(IV) being requested to repurchase the ordinary shares held by the shareholders who object to the resolutions adopted at the shareholders' merger and division of the company;</p> <p>(V) to use the shares for conversion of convertible corporate bonds issued by the company;</p> <p>(VI) being necessary for the company to protect corporate value and shareholders' interests.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>Any repurchase of the Bank's shares as a result of items (I) to (III) and item (V) referred to above shall be resolved at or authorized a shareholders' general meeting. After the Bank has repurchased its shares according to the above provision, in the event of item (I) or item (V), the same shall be cancelled within ten days from the date of repurchase; in the event of items (II) and (IV), the same shall be transferred or cancelled within six months.</p> <p>The shares of the Bank repurchased pursuant to item (III) of the first paragraph above shall not exceed five percent of the total number of shares issued by the Bank; funds used for the repurchase shall be paid from the after-tax profits of the Bank; the repurchased shares shall be transferred to the staff within one year.</p>	<p>Any repurchase of the Bank's shares <u>in the circumstances as stipulated in as a result of items (I), (II) and (VII) to (III) and item (V) referred to above of the preceding paragraph</u> shall be resolved at or authorized a shareholders' general meeting; <u>any repurchase of the Bank's shares as a result of items (III), (V) and (VI) may be subject to a resolution of the Board meeting where over two-thirds of the directors are present according to the provisions of the Articles or as authorized by the shareholders' general meeting.</u></p> <p>After the Bank has repurchased its shares according to the above provision <u>of the preceding paragraph</u>, in the event of item (I) or item (VII) (V), the same shall be cancelled within ten days from the date of repurchase; in the event of items (II) and (IV), the same shall be transferred or cancelled within six months.</p> <p>If the Bank repurchases its own shares The shares of the Bank repurchased pursuant to items (III), (V) and (VI) of the first paragraph above, <u>the transaction(s) shall be carried out in a public and centralized manner and the total shares held shall not exceed five ten percent of the total number of shares issued by the Bank; funds used for the repurchase shall be paid from the after tax profits of the Bank;</u> the repurchased shares shall be transferred <u>or cancelled</u> to the staff within one <u>three</u> years.</p> <p><u>The repurchase of overseas listed foreign shares of the Bank shall comply with the Hong Kong Listing</u></p>	<p>Article 25 Repurchase of the company's shares can be carried out in a public and centralized manner, or other ways approved by the laws and regulations and the CSRC.</p> <p>Repurchase of the company's shares in the circumstances as stipulated in items (III), (V) and (VI) of the first paragraph of Article 24 of the articles of association shall be carried out in a public and centralized manner.</p> <p>Article 26 Repurchase of the company's shares in the circumstances as stipulated in items (I) and (II) of the first paragraph of Article 24 of the articles of association shall be resolved at a shareholders' general meeting; repurchase of the company's shares in the circumstances as stipulated in the items (III), (V) and (VI) of the first paragraph of Article 24 of the articles of association may be resolved by the board meeting attended by more than two thirds of the directors in accordance with requirements of the articles of association or the mandate of the shareholder's general meeting.</p> <p>Shares repurchased in accordance with item (I) of the first paragraph of Article 24 of the articles of association by the company shall be cancelled within ten days from the date of repurchase; shares repurchased in accordance with item (II) or (IV) shall be transferred or cancelled within six months from the date of repurchase; shares repurchased in accordance with items (III), (V) or (VI) where the shares of the company held be the company do not exceed 10% of the</p>

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Articles	Before amendment	After amendment	Basis
		<u>Rules and other relevant regulatory requirements of the place where the Company is listed.</u>	company's total issued shares shall be transferred or cancelled within three years from the date of repurchase.
Article 31	The Bank shall apply for the registration of registered capital change to the Administration for Industry and Commerce when the Bank repurchases its shares and cancels such shares which results in the change of the Bank's registered capital. 	The Bank shall apply for the registration of registered capital change to the Administration for Industry and Commerce <u>market supervision department</u> when the Bank repurchases its shares and cancels such shares which results in the change of the Bank's registered capital. 	Adjustment is made according to the Notice of the State Council on Establishment of Institutions (Guo Fa [2018] No. 6).
Article 37 (newly added after original Article 36)		<u>If any shareholders, directors, supervisors or senior management holding 5% or more of the Bank's total shares sells its shares or any other equity securities held in the Bank within 6 months of their purchase or purchases shares in the Bank within 6 months after a sale of shares in the Bank, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Board of Directors provided that securities companies which hold 5% or more of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed or any other exceptional circumstance specified by the CSRC exists.</u> <u>The shares or any other equity securities held by any director, supervisor, member of senior management or individual shareholder as referred to in the preceding paragraph include the shares or other equity securities held by his/her spouse, parent and child and those held through any other person's account.</u>	Guidelines on Articles of Association of Listed Companies (2022 Revision) Article 30 If any shareholders, directors, supervisors or senior management holding 5% or more of the company's total shares sells its shares or any other equity securities held in the company within 6 months of their purchase or purchases shares in the company within 6 months after a sale of shares in the company, the profit deriving therefrom shall belong to the company and shall be recovered by the board of directors of the company provided that securities companies which hold 5% or more of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed or any other exceptional circumstance specified by the CSRC exists. The shares or any other equity securities held by any director, supervisor, member of senior management or individual shareholder as referred to in the preceding paragraph include the shares or other

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Articles	Before amendment	After amendment	Basis
		<p><u>If the Board of Directors fails to implement the provisions of the first paragraph of this Articles, the shareholders have the right to request the Board of Directors to implement it within 30 days. If the Board of Directors fails to execute within the above-mentioned time limit, the shareholders have the right to directly file a lawsuit in the people's court in their own name for the benefit of the Bank.</u></p> <p><u>Where the Board of Directors fails to implement the provision of the first paragraph of this article, the directors who are responsible for such default shall assume joint liability in accordance with applicable laws.</u></p>	<p>equity securities held by his/her spouse, parent and child and those held through any other person's account.</p> <p>If the board of directors of the company fails to implement the provisions of the preceding paragraph, the shareholders have the right to request the board of directors of the company to implement it within 30 days. If the board of directors of the company fails to execute within the above-mentioned time limit, the shareholders have the right to directly file a lawsuit in the people's court in their own name for the benefit of the company.</p> <p>Where the board of directors of the company fails to implement the provision of the first paragraph of this article, the directors who are responsible for such default shall assume joint liability in accordance with applicable laws.</p>
<p>Article 44 (original Article 43)</p>	<p>The Bank may deposit the register of shareholders of the overseas listed foreign shares abroad and entrust a foreign proxy to manage it in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authorities. The original register of shareholders of the overseas listed foreign shares that are listed in SEHK shall be kept in Hong Kong.</p> <p>.....</p>	<p>The Bank may deposit the register of shareholders of the overseas listed foreign shares abroad and entrust a foreign proxy to manage it in accordance with the understanding and agreement reached between the securities regulatory authority under the State Council and the overseas securities regulatory authorities. The original register of shareholders of the overseas listed foreign shares that are listed in SEHK shall be kept in Hong Kong <u>available for inspection by shareholders.</u></p> <p>.....</p>	<p>Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited - Core Shareholder Protection Standards</p> <p>The Hong Kong branch register of members must be available for inspection by shareholders; however, the issuer is allowed to close the register of members on terms equivalent to section 632 of the Companies Ordinance.</p>

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Articles	Before amendment	After amendment	Basis
<p>Article 47 (original Article 46)</p>	<p>Registration of change in the register of shareholders due to shares transfer shall not be allowed within thirty days before the shareholders' general meeting is held or within five days prior to the base date on which the Bank decides to distribute dividends.</p> <p>Other rules stipulated by the securities regulatory authority of jurisdiction where the Bank's shares are listed shall prevail.</p>	<p>The suspension of the rRegistration of change in the register of shareholders due to shares transfer shall not be allowed within thirty days before the shareholders' general meeting is held or within five days prior to the base date on which the Bank decides to distribute dividends <u>shall comply with the laws, administrative regulations, rules and the requirements</u> stipulated by the securities regulatory authority of jurisdiction where the Bank's shares are listed. Other rules stipulated by the securities regulatory authority of jurisdiction where the Bank's shares are listed shall prevail.<u>The period of closure of the register of members as described above shall not be more than thirty days in total within one year and it may be extended by another thirty days after being considered and approved at the shareholders' general meeting.</u></p> <p><u>Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Bank shall issue the certificate to the applicant.</u></p>	<p>1. The original article was formulated in accordance with the Article 38 of the Mandatory Provisions for Articles of Association of Companies Listing Overseas. According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No.97), only the notification period of shareholders' general meeting was amended, and there is no provisions for equity registration date. Provided that the existing provisions of the Article remain unchanged, circumstances that the equity registration date would be earlier than the notification date of the shareholders' general meeting might occur, adjustment is thus made to the content of the Article.</p> <p>2. Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited - Core Shareholder Protection Standards</p> <p>The branch register of members in Hong Kong shall be available for inspection by members but the issuer may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance.</p>

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Articles	Before amendment	After amendment	Basis
			<p>3. Section 632 of the Companies Ordinance. Power to close the register of members</p> <p>(1) A company may, after giving notice in accordance with paragraph (2), close its register of members or any part of the register relating to members holding shares of any class for a period or periods not exceeding 30 days in the aggregate in any year.</p> <p>.....</p> <p>(3) With respect to any year, the period of 30 days referred in paragraph (1) may be extended by resolution of the members of the company passed during that year.</p> <p>(4) The 30-day period referred in paragraph (1) shall not be extended in any year for an additional period exceeding 30 days, or for more than one additional period exceeding 30 days in aggregate.</p> <p>(5) If any individual seeks and requests for inspection of the register or any part of the register suspended under the Article, the company shall, upon request, provide a certificate signed by the company secretary of the company stating the period during which the register or part of the register is suspended and who authorizes it to be suspended.</p> <p>.....</p>

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Articles	Before amendment	After amendment	Basis
<p>Article 54 (original Article 53)</p>	<p>The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties:</p> <p>(I) ensure and supervise the Bank's implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations.</p> <p>(II) strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, insist on the combination of the principles of management of cadres by the Party and the selection of operation managers by the Board and the right of employment by the operation managers.</p> <p>.....</p> <p>(IV) assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as</p>	<p>The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties:</p> <p>(I) <u>thoroughly study and implement Xi Jinping thought on socialism with Chinese characteristics for a new era, strengthen the Party's political building, adhere to and implement the fundamental systems, basic systems and important systems of socialism with Chinese characteristics.</u> ensure and supervise the Bank's implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations.</p> <p>(II) strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, <u>effectively reinforcing the construction of leadership team, cadre team and professional team of the Bank.</u> focusing on standards, procedure, evaluation, recommendation and supervision, insist on the combination of the principles of management of cadres by the Party and the</p>	<p>Article 11 of the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial)</p> <p>The Party committee (Party organization) of the state-owned enterprises shall play a leading role, supervising the company's direction of development, monitoring the whole picture and ensuring implementation, discussing and making decisions on significant matters of the company in accordance with the regulations. The main responsibilities are:</p> <p>(I) to enhance the building of politics of the Party in the company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;</p> <p>(II) to thoroughly study and implement Xi Jinping thought on socialism with Chinese characteristics for a new era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the</p>

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	<p>the work of groups such as the Labor Union of the Bank and the Communist Youth League, take the lead on improving Party conduct and upholding integrity and support the Commission for Discipline Inspection in practical performance of oversight responsibility.</p> <p>.....</p>	<p>selection of operation managers by the Board and the right of employment by the operation managers.</p> <p>.....</p> <p>(IV) assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, take the lead on improving Party conduct and upholding integrity and support the Commission for Discipline Inspection discipline inspection authorities in practical performance of oversight responsibility.</p> <p>.....</p>	<p>Party Central Committee as well as the resolutions of the Party organization at a higher level in the company;</p> <p>(III) to investigate and discuss the significant operation and management matters of the company and support the shareholders' general meeting, the board of directors, the supervisory committee and the management to exercise their rights and perform their duties in accordance with the laws;</p> <p>(IV) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the company, and the building of the leading team, cadre and talents team of the company;</p> <p>(V) to undertake the main responsibility in improving Party conduct and upholding integrity, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and promote Party self-governance exercised fully and with rigor into the grassroots level;</p> <p>(VI) to strengthen the building of grass-root Party organizations and the Party member service, unit and</p>

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Articles	Before amendment	After amendment	Basis
			<p>lead officials and employees to devote themselves into the reform and development of the company;</p> <p>(VII) to lead the company's ideological and political work, the spirit and civilization progress, the United Front work and lead mass organizations such as the Labor Union, Communist Youth League and Women's Organization of the company.</p>
<p>Article 55 (newly added after original Article 53)</p>		<p><u>Before the Board of Directors or senior management make decisions on material issues, those issues shall be considered and discussed by the Party Committee. Material issues of the Bank must be considered and discussed by the Party Committee and then submitted to the Board of Directors or senior management for making decisions.</u></p>	<p>Article 13 of the Regulations on the Work of Basic Organizations of the State-owned Enterprises of the Communist Party of China (Trial)</p> <p>State-owned enterprises shall include the requirements of Party building work in their articles of association, specify the duties and authority, institutional settings, operating mechanisms, basic protections and other important matters of the Party organization, clarify that the study and discussion by the Party organization are pre-procedures for the board of directors and the management to make decisions on major issues, and implement the legal status of the Party organization in the corporate governance structure.</p>

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Articles	Before amendment	After amendment	Basis
<p>Article 57 (original Article 55)</p>	<p>Unless otherwise provided in laws, regulations, rules, regulatory documents and the Articles of the Bank in terms of the holders of Preference Shares, all shareholders of the Bank shall have the following rights:</p> <p>.....</p> <p>(II) attending or entrusting proxy to attend meetings of shareholders and exercise the voting rights;</p> <p>.....</p> <p>(VII) other rights conferred by laws, regulations, rules, regulatory documents and the Articles.</p>	<p>Unless otherwise provided in laws, regulations, rules, regulatory documents and the Articles of the Bank in terms of the holders of Preference Shares, all shareholders of the Bank shall have the following rights:</p> <p>.....</p> <p>(II) attending or entrusting proxy to attend meetings of shareholders and speaking and exercising exercise the voting rights at the shareholders' general meeting;</p> <p>.....</p> <p>(VII) <u>maintaining their legitimate rights and interests through civil proceedings or other legal means in accordance with laws and regulations, and reporting relevant situations to the regulatory authority;</u></p> <p><u>(VIII)</u> other rights conferred by laws, regulations, rules, regulatory documents and the Articles.</p>	<p>1. Article 17 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The bank and insurance institutions shall support the establishment of a communication and negotiation mechanism among shareholders and promote proper communication and negotiation among shareholders on the exercise of their rights.</p> <p>The bank and insurance institutions shall establish a smooth and effective communication mechanism between the company and its shareholders, treat all shareholders fairly, and protect the rights of shareholders, especially minority shareholders, to be informed of, participate in decision-making and supervise major issues of the company.</p> <p>Shareholder shall have the right of maintaining their legitimate rights and interests through civil proceedings or other legal means in accordance with laws and regulations, and reporting relevant situations to the regulatory authority.</p>

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Articles	Before amendment	After amendment	Basis
			<p>2. Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited - Core Shareholder Protection Standards</p> <p>Shareholders shall have the right to (1) speak at the shareholders' general meeting and (2) vote at the shareholders' general meeting, unless individual shareholders are required by the Listing Rules to waive their voting rights on individual matters.</p>
<p>Article 59 (original Article 57)</p>	<p>Unless otherwise provided in laws, regulations, rules, regulatory documents and the Articles of the Bank in terms of the holders of Preference Shares, all shareholders of the Bank shall undertake the following obligations:</p> <p>.....</p> <p>(II) paying share capital according to the number of shares subscribed by them and the method of capital injection;</p> <p>(III) major shareholder shall make a true, accurate and complete disclosure of the particulars of the related parties to the Board of Directors, and undertake to promptly report to the Board of Directors of the Bank in case of any changes of their relationship in order to perform fiduciary duty to the Bank;</p>	<p>Unless otherwise provided in laws, regulations, rules, regulatory documents and the Articles of the Bank in terms of the holders of Preference Shares, all shareholders of the Bank shall undertake the following obligations:</p> <p>.....</p> <p>(II) paying share capital according to the number of shares subscribed by them and the method of capital injection, <u>using their own funds from legitimate sources to invest in shares, and not to use non-own funds such as entrusted funds and debt funds to invest in shares, unless otherwise stipulated by laws, regulations or regulatory systems;</u></p> <p>(III) <u>shall comply with regulatory provisions in terms of the shareholding ratio and the number of</u></p>	<p>1. Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 6 The bank and insurance institutions shall stipulate in its articles of association that the substantial shareholders shall make a long-term commitment in writing to the bank and insurance institutions to replenish its capital when necessary, as part of the capital plan of the bank and insurance institutions, and stipulate in its articles of association the main factors that the company will consider when formulating a prudent profit distribution plan.</p> <p>Article 16 The shareholders of the bank and insurance institutions shall, in addition to performing their obligations as shareholders in accordance with the Company Law and other laws, regulations and regulatory provisions, assume the following obligations:</p>

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	<p>(IV) shall support the Board of Directors to formulate a reasonable capital plan; the substantial shareholders should supplement capital to the Bank if necessary;</p> <p>(V) shall not abuse the shareholders' rights thus damaging the interests of the Bank or other shareholders; shall not abuse the independent legal person status of the Bank and the limited liability of shareholders thus damaging the interests of creditors of the Bank;</p> <p>(VI) if the shareholders of the Bank abuse the shareholders' rights thus causing loss to the Bank or other shareholders, they shall assume the liability of compensation according to law;</p> <p>(VII) if the shareholders of the Bank abuse the independent legal person status of the Bank and the limited liability of shareholders and evade repayment of debts thus seriously damaging the interests of the creditors of the Bank, they shall assume joint liability for the debts of the Bank;</p> <p>(VIII) shall not take advantage of or interfere with the decision-making and management authority entrusted to the Board of Directors and senior management under</p>	<p><u>institutional shareholders, and not entrust others or accept entrustment from others to hold shares of the Bank;</u></p> <p>(IV) shall, in accordance with laws, regulations, and regulatory provisions, <u>truthfully notify the Bank of its financial information, shareholding structure, source of funds to acquire shares, controlling shareholder, de facto controller, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions, and other information, major shareholder shall make a true, accurate and complete disclosure of the particulars of the related parties to the Board of Directors, and undertake to promptly report to the Board of Directors of the Bank in case of any changes of their relationship in order to perform fiduciary duty to the Bank; The relevant shareholder shall promptly notify the Bank in writing in accordance with laws, regulations and regulatory provisions if there is any change in the controlling shareholder, de facto controller, related parties, persons acting in concert and ultimate beneficiaries of the shareholder;</u></p> <p>(V) <u>shall notify the Bank of the relevant circumstances in writing in a timely manner in accordance with laws, regulations and regulatory provisions, if they are involved in a merger or division, or are subject to an order for suspension of business for rectification, designated custody, takeover, revocation or</u></p>	<p>(I) using their own funds from legitimate sources to invest in shares of the bank and insurance institutions, and not to use non-own funds such as entrusted funds and debt funds to invest in shares, unless otherwise stipulated by laws, regulations or regulatory systems;</p> <p>(II) shareholders shall comply with regulatory provisions in terms of the shareholding ratio and the number of institutional shareholders, and not entrust others or accept entrustment from others to hold shares of the bank and insurance institutions;</p> <p>(III) shareholders shall, in accordance with laws, regulations, and regulatory provisions, truthfully notify the bank and insurance institutions of its financial information, shareholding structure, source of funds to acquire shares, controlling shareholder, de facto controller, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions, and other information.</p> <p>(IV) The relevant shareholder shall promptly notify the bank and insurance institutions in writing in accordance with laws, regulations and regulatory</p>

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Articles	Before amendment	After amendment	Basis
	<p>the Articles, and shall not bypass the Board of Directors and senior management and directly interfere with the operations and management of the commercial bank;</p> <p>(IX) shareholders who should have but have not been approved by the regulatory authority or who have not reported to the regulatory authority shall not exercise the right to request the convening of a shareholders' general meeting, right to vote, right to nominate, right to propose, right of disposition and other rights;</p> <p>(X) for shareholders who have false statements, abuse of shareholders' rights or other acts that damage the interests of commercial banks, CBIRC or its local branches may limit or prohibit commercial banks from conducting related party transactions with them, and limit the amount of the shares of commercial banks held by them, shares pledge ratio, etc., and may restrict their right to request the convening of a shareholders' general meeting, right to vote, right to nominate, right to propose, right of disposition and other rights;</p> <p>(XI) other obligations imposed by laws, regulations, rules, regulatory documents and the Articles.</p>	<p><u>other measures, or are in the process of dissolution, liquidation or bankruptcy, or their authorized representative, company name, business premises, business scope and other major events have changed;</u></p> <p>(VI) <u>shall promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released pledge;</u></p> <p>(VII) <u>shall abide by laws, regulations and regulatory provisions and not prejudice the interests of other shareholders and the Bank when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;</u></p> <p>(IV)(VIII) shall support the Board of Directors to formulate a reasonable capital plan. <u>As part of the Bank's capital plan, the substantial shareholders should give a long-term undertaking in writing to the Bank to replenish the capital when necessary-supplement capital to the Bank if necessary;</u></p>	<p>provisions if there is any change in the controlling shareholder, de facto controller, related parties, persons acting in concert and ultimate beneficiaries of the shareholder;</p> <p>(V) shareholders shall notify the bank and insurance institutions of the relevant circumstances in writing in a timely manner in accordance with laws, regulations and regulatory provisions, if they are involved in a merger or division, or are subject to an order for suspension of business for rectification, designated custody, takeover, revocation or other measures, or are in the process of dissolution, liquidation or bankruptcy, or their authorized representative, company name, business premises, business scope and other major events have changed;</p> <p>(VI) shall promptly notify the bank and insurance institutions in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions if the shares of the bank and insurance institutions held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released pledge;</p>

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Articles	Before amendment	After amendment	Basis
	<p>Shareholders shall not assume any responsibility for further capital contribution other than the conditions agreed to by the subscriber of the relevant shares on subscription.</p>	<p>(V) shall not abuse the shareholders' rights thus damaging the interests of the Bank or other shareholders; shall not abuse the independent legal person status of the Bank and the limited liability of shareholders thus damaging the interests of creditors of the Bank;</p> <p>(VI)(IX) <u>shareholders and their controlling shareholders and de facto controllers shall not abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders,</u> if the shareholders of the Bank abuse the shareholders' rights thus causing loss to the Bank or other shareholders, they shall assume the liability of compensation according to law;</p> <p>(VII)(X) <u>shall not abuse the independent legal person status or limited liability of shareholders of the Bank to damage the interests of the Bank's creditors;</u> if the shareholders of the Bank abuse the independent legal person status of the Bank and the limited liability of shareholders and evade repayment of debts thus seriously damaging the interests of the creditors of</p>	<p>(VII) shareholders shall abide by laws, regulations and regulatory provisions and not prejudice the interests of other shareholders and the bank and insurance institutions when the shareholders transfer or pledge their shares of the bank and insurance institutions or conduct related party transactions with the bank and insurance institutions;</p> <p>(VIII) shareholders and their controlling shareholders and de facto controllers shall not abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the bank and insurance institutions, other shareholders and stakeholders, interfere with the decision-making and management authority entrusted to the board of directors and senior management under the articles of association, and shall not bypass the board of directors and senior management and directly interfere with the operations and management of the bank and insurance institutions;</p> <p>(IX) shareholders shall cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the bank and insurance institutions;</p>

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Articles	Before amendment	After amendment	Basis
		<p>the Bank, they shall assume joint liability for the debts of the Bank;</p> <p>(VIII) shall not take advantage of or interfere with the decision-making and management authority entrusted to the Board of Directors and senior management under the Articles, and shall not bypass the Board of Directors and senior management and directly interfere with the operations and management of the commercial bank;</p> <p><u>(XII) shall cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the Bank;</u></p> <p>(IX) shareholders who should have but have not been approved by the regulatory authority or who have not reported to the regulatory authority shall not exercise the right to request the convening of a shareholders' general meeting, right to vote, right to nominate, right to propose, right of disposition and other rights;</p> <p>(X) for shareholders who have false statements, abuse of shareholders' rights or other acts that damage the interests of commercial banks, CBIRC or its local branches may limit or prohibit commercial banks from conducting</p>	<p>(X) other obligations imposed by laws, regulations, rules, regulatory documents and the articles of association.</p> <p>The bank and insurance institutions shall specify the above shareholders' obligations in its articles of association, and specify the corresponding loss absorption and risk mitigation mechanisms in case of major risks.</p> <p>2. The original obligation in Item (V) is moved to Item (IX) and Item (X), respectively.</p>

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Articles	Before amendment	After amendment	Basis
		<p>related party transactions with them, and limit the amount of the shares of commercial banks held by them, shares pledge ratio, etc., and may restrict their right to request the convening of a shareholders' general meeting, right to vote, right to nominate, right to propose, right of disposition and other rights;</p> <p>(X)<u>(XIV)</u> other obligations imposed by laws, regulations, rules, regulatory documents and the Articles.</p> <p>Shareholders shall not assume any responsibility for further capital contribution other than the conditions agreed to by the subscriber of the relevant shares on subscription.</p>	
<p>Article 62 (original Article 60)</p>	<p>.....</p> <p>The “significant influence” in the preceding paragraph includes, but is not limited to, dispatching directors, supervisors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by CBIRC or its local branches.</p> <p>.....</p>	<p>.....</p> <p>The “significant influence” in the preceding paragraph includes, but is not limited to, dispatching nominating or appointing directors, supervisors or senior management personnel to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by CBIRC or its local branches.</p> <p>.....</p>	<p>Article 114 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The “significant influence” in the preceding paragraph includes, but is not limited to, nominating or appointing directors, supervisors or senior management personnel to the bank and insurance institutions, affecting the financial and operational management decisions of the bank and insurance institutions through agreements or other means, and other circumstances identified by regulatory authorities.</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 64 (original Article 62)</p>	<p>The voting rights of shareholder(s), particularly the major shareholder(s) at the shareholders' general meetings, as well as the voting rights of the director(s) acting as proxy(ies) of such shareholder at the board meeting, shall be subject to restrictions during the overdue period. According to the scope approved by the law, the Bank shall have the right to withhold the dividends of such shareholders as repayment of their overdue loans, and any assets to be distributed to such shareholders in the Bank's liquidation process shall also be used in priority for repayment of their outstanding loans to the Bank.</p>	<p>The voting rights of shareholder(s), particularly the major shareholder(s) at the shareholders' general meetings, as well as the voting rights of the director(s) acting as proxy(ies) of such shareholder at the board meeting, shall be subject to restrictions during the overdue period. <u>When the credit extended by the Bank to a substantial shareholder is overdue, his voting rights at the shareholders' general meeting and the voting rights of the directors nominated or appointed by him in the Board of Directors shall be restricted. Restrictions on other shareholders' rights shall be imposed based on actual situation if their credit extended by the Bank is overdue.</u> According to the scope approved by the law, the Bank shall have the right to withhold the dividends of such shareholders as repayment of their overdue loans, and any assets to be distributed to such shareholders in the Bank's liquidation process shall also be used in priority for repayment of their outstanding loans to the Bank.</p>	<p>Article 6 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Commercial banks shall specify in its articles of association the right restriction of shareholders in case of overdue of credit extended by the bank. When the credit extended by the bank to a substantial shareholder is overdue, his voting rights at the shareholders' general meeting and the voting rights of the directors nominated or appointed by him in the board of directors shall be restricted. Restrictions on other shareholders' rights shall be imposed based on actual situation if their credit extended by the bank is overdue.</p>

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Articles	Before amendment	After amendment	Basis
<p>Article 72 (original Article 70)</p>	<p>The shareholders' general meeting is the organ of power of the Bank and shall legally exercise the following duties and powers:</p> <p>.....</p> <p>(XII) amending the Articles;</p> <p>.....</p> <p>(XVI) examining the share incentive plans;</p> <p>.....</p>	<p>The shareholders' general meeting is the organ of power of the Bank and shall legally exercise the following duties and powers:</p> <p>.....</p> <p>(XII) amending the Articles, <u>considering and approving the Rules of Procedures of the shareholders' general meeting, the Board of Directors and the board of supervisors of the Bank;</u></p> <p>.....</p> <p>(XVI) examining the share incentive plans <u>and employee stock ownership scheme;</u></p> <p>.....</p>	<p>1. Article 14 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>Listed company shall stipulate the principles on authorization by the shareholders' general meeting to the Board in its, and the content of the authorization shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board.</p> <p>2. Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>In addition to the functions and powers stipulated in the Company Law, the functions and powers of the shareholders' general meeting of the bank and insurance institutions shall at least include:</p> <p>.....</p> <p>(II) considering and approving the rules of procedures of the shareholders' general meeting, the board of directors and the board of supervisors;</p> <p>.....</p>

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Articles	Before amendment	After amendment	Basis
	<p>The above matters within the scope of powers of the shareholders' general meeting shall be discussed and decided by the shareholder's general meeting, but the shareholders' general meeting may authorize the Board of Directors to decide such matters under circumstances that are necessary, reasonable and legal. The content of authorization shall be clear and specific.</p> <p>.....</p>	<p>The above matters within the scope of powers of the shareholders' general meeting shall be discussed and decided by the shareholder's general meeting <u>in principle</u>, but the shareholders' general meeting may authorize the Board of Directors to decide such matters under circumstances that are necessary, reasonable and legal. The content of authorization shall be clear and specific. <u>The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors.</u></p> <p>.....</p>	<p>The functions and powers of the shareholders' general meeting specified in the Company Law and therein shall not be delegated to the board of directors, other institutions or individuals.</p> <p>3. Article 41 of the Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>The shareholders' general meeting is the organ of power of the company and shall legally exercise the following duties and powers:</p> <p>.....</p> <p>(XV) examining the share incentive plans and employee stock ownership scheme;</p> <p>.....</p>
<p>Article 73 (original Article 71)</p>	<p>The Board of Directors shall draft the rules of procedures for the shareholders' general meeting including the meeting notice, way of convening the meeting, document preparation, way of voting, proposal submission system, meeting minutes, signature and abstention of related shareholders, and the rules shall be executed after being examined and approved by the shareholders' general meeting.</p>	<p>The Board of Directors shall draft the rules of procedures for the shareholders' general meeting including the meeting notice, way of convening the meeting, document preparation, way of voting, proposal submission system, meeting minutes, signature and abstention of related shareholders, and the rules shall be executed after being examined and approved by the shareholders' general meeting. <u>The Rules of Procedures of the shareholders' general meeting is an appendix to the Articles of Association.</u></p>	<p>Article 12 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>A listed company shall stipulate procedures for the convening, holding and voting of the shareholders' general meeting in its articles of association. A listed company shall formulate rules of procedure for the shareholders' general meeting and include it in the company's articles of association or as an annex to the articles of association.</p>

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Articles	Before amendment	After amendment	Basis
<p>Article 75 (original Article 73)</p>	<p>.....</p> <p>An extraordinary general meeting shall be convened within two months from the occurrence date of any of the following events:</p> <p>.....</p> <p>(III) shareholders who individually or jointly hold more than ten percent of the voting shares of the Bank request to convene the meeting in writing;</p> <p>.....</p> <p>(V) the Board of Supervisors proposes to convene the meeting;</p> <p>(VI) other circumstances stipulated by laws, regulations, rules, regulatory documents or the Articles.</p> <p>The number of shares held referred to in item (III) above shall be calculated on the date when the shareholders put forward a written request.</p>	<p>.....</p> <p>An extraordinary general meeting shall be convened within two months from the occurrence date of any of the following events:</p> <p>.....</p> <p>(III) shareholders who individually or jointly hold more than ten percent of the voting shares of the Bank request to convene the meeting in writing;</p> <p>.....</p> <p>(V) <u>more than half of and not less than two independent directors propose to convene the meeting;</u></p> <p>(VI) the Board of Supervisors proposes to convene the meeting;</p> <p>(VII) other circumstances stipulated by laws, regulations, rules, regulatory documents or the Articles.</p> <p>The number of shares held referred to in item (III) above shall be calculated on the date when the shareholders put forward a written request.</p> <p><u>Where the shareholders general meeting is not convened within the foregoing period, the Bank shall submit a written report indicating the reason therefor to the regulatory authorities and make an announcement.</u></p>	<p>1. Article 20 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The bank and insurance institutions should convene the annual general meeting once a year within six months after the end of every accounting year. The bank and insurance institutions should convene the extraordinary general meeting in accordance with the requirements of the Company Law. An extraordinary general meeting shall be convened by the bank and insurance institution within two months provided that more than half of and not less than two independent directors propose to convene the meeting.</p> <p>Where the annual general meeting or extraordinary general meeting is not convened within the period as specified in the Company law and the Guidelines, the bank and insurance institutions shall submit a written report indicating the reason therefor to the regulatory authorities.</p> <p>2. Article 4 of the Rules Governing Shareholders' General Meetings of Listed Companies (Revised in 2022)</p> <p>Shareholders' general meetings shall be divided into annual general meeting and extraordinary general meeting. The annual general meeting shall be convened once a year and shall be held within six months following the end of the preceding accounting year. The extraordinary general meeting is held from time to time. An extraordinary general meeting is required to be held within 2 months</p>

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Articles	Before amendment	After amendment	Basis
			<p>after the occurrence of the circumstance stipulated in the Rule 100 of the Company Law.</p> <p>In case of failure to hold a shareholders' general meeting within the timeframe stated above, the company shall report to the local office of the China Securities Regulatory Commission (the "CSRC") and the stock exchange where the shares of the company are listed for trading (the "Stock Exchange"), illustrate the reasons and make an announcement.</p>
<p>Article 76 (original Article 74)</p>	<p>When the Bank is to convene a shareholders' general meeting, it shall issue a written notice forty-five days prior to the meeting, informing all the registered shareholders entitled to attend the shareholders' general meeting of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the shareholders' general meeting shall, before twenty days prior to the meeting, deliver a written reply to the Bank on the meeting attendance.</p> <p>The Bank shall, on the premise of ensuring the lawfulness and validity of the shareholders' general meeting, provide facilities to the shareholders attending the shareholders' general meeting by adopting various methods and channels including the provision of up-to-date information technology measures such as online voting platforms.</p>	<p>When the Bank is to convene a shareholders' general meeting, <u>the meeting shall be convened in the form of on-site meeting, and</u> it shall issue a written notice forty five days prior to the meeting, informing all the registered shareholders entitled to attend the shareholders' general meeting of the matters to be examined at the meeting as well as the date and place of the meeting. <u>The notice of the annual general meeting shall be given twenty days prior to the meeting, and the notice of the extraordinary general meeting shall be given fifteen days prior to the meeting.</u> Shareholders that intend to attend the shareholders' general meeting shall, before twenty days prior to the meeting, deliver a written reply to the Bank on the meeting attendance.</p> <p><u>After the notice of shareholders' general meeting is issued, the venue of the on-site meeting of shareholders' general meeting shall not be changed without proper reasons. If it is necessary to change, the convener shall make an</u></p>	<p>1. Article 102 of the Company Law of the People's Republic of China (2018 Revision)</p> <p>When the company convenes a general meeting, it shall notify each shareholder of the date and place of the meeting and the matters to be considered twenty days before the date of the meeting and fifteen days before the date of an extraordinary general meeting. Where the company issues bearer share certificates, a public notice concerning the time, venue and matters to be considered at the meeting shall be made thirty days prior to the meeting.</p> <p>2. According to the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No.97), "the requirements on the notice period of the general meeting, shareholders' proposal right and convening procedures for</p>

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Articles	Before amendment	After amendment	Basis
		<p><u>announcement and give the reasons at least two trading days prior to the on-site meeting.</u></p> <p>The Bank shall, on the premise of ensuring the lawfulness and validity of the shareholders' general meeting, provide facilities to the shareholders attending the shareholders' general meeting by adopting <u>safe, economical and convenient network or</u> various methods and channels including the provision of up-to-date information technology measures such as online voting platforms. <u>If a shareholder participates in the shareholders' general meeting in the above manner, he/she shall be deemed to be present.</u></p>	<p>joint stock companies incorporated in China and listed overseas shall be governed by the relevant provisions under the Company Law of the People's Republic of China, and the requirements of Articles 20 to 22 of the Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies shall be no longer applicable".</p> <p>3. Article 21 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The shareholders' general meeting shall be held in the form of on-site meeting. The bank and insurance institutions should provide facilities to the minority shareholders attending the shareholders' general meeting by adopting safe, economical and convenient network or various means.</p> <p>4. Article 45 of the Guidelines on Articles of Association of Listed Companies (2022 Revision) The place where the company holds the shareholders' general meeting is: [specific location]. The shareholders' general meeting shall be held at a meeting place in the form of on-site meeting. The company may also provide convenience for shareholders attending the shareholders' general meeting by means of on-line voting. If a</p>

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Articles	Before amendment	After amendment	Basis
			<p>shareholder participates in the shareholders' general meeting in the above manner, he/she shall be deemed to be present.</p> <p><i>Note: The Articles of Association may stipulate that the place where the shareholders' general meeting is convened shall be the place of residence of the company or other clear place. The choice of the time and place of the on-site meeting should be convenient for shareholders to participate. After the notice of shareholders' general meeting is issued, the venue of the on-site meeting of shareholders' general meeting shall not be changed without proper reasons. If it is necessary to change, the convener shall make an announcement and give the reasons at least two trading days prior to the on-site meeting.</i></p> <p>5. Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited - Core Shareholder Protection Standards</p> <p>An issuer must give its members reasonable written notice of its general meetings.</p> <p><i>Note: "Reasonable written notice" generally means at least 21 days for an annual general meeting and at least 14 days for other general meetings respectively (unless it can be demonstrated that reasonable written notice can be given in less time).</i></p> <p>However, the Stock Exchange clarified in the consultation summary that, as far as the Chinese issuer is concerned, the notification period of its annual general meeting accepted by the Stock Exchange is 20 days, and the notification period of other general</p>

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Articles	Before amendment	After amendment	Basis
			meetings is 15 days (instead of the 21 days and 14 days stipulated by the Core Standards).
<p>Article 77 (original Article 75)</p>	<p>Shareholders who individually or jointly hold more than three percent of voting shares of the Bank may provide an interim proposal and submit it in writing to the Board of Directors twelve trading days before the shareholders' general meeting is convened. The Board of Directors shall issue a supplementary notice for the shareholders' general meeting within two days upon receipt of the proposal and submit such proposal to the shareholders' general meeting for approval. The content of the interim proposal shall be within the scope of authority of the shareholders' general meeting and there shall be clear and definite topics and specific matters to be resolved.</p> <p>.....</p>	<p>Shareholders who individually or jointly hold more than three percent of voting shares of the Bank may provide an interim proposal and submit it in writing to the Board of Directors <u>the convener</u> twelve trading days before the shareholders' general meeting is convened. <u>If qualified shareholders make an extraordinary proposal before the convening of the shareholders' general meeting, such shareholder(s) shall hold no less than 3% of the Bank's shares from the date of the notice of the proposal to the announcement of the meeting resolution. Shareholders proposing an extraordinary proposal shall provide a written document to the convener certifying the holding of 3% or more of the listed company's shares. If shareholders make a joint proposal by proxies, the shareholder(s) shall issue a written authorization letter to the proxies.</u> The Board of Directors <u>The convener</u> shall issue a supplementary notice for the shareholders' general meeting within two days upon receipt of the proposal and submit such proposal to the shareholders' general meeting for approval. The content of the interim proposal shall be within the scope of authority of the shareholders' general meeting and there shall be clear and definite topics and specific matters to be resolved.</p> <p>.....</p>	<ol style="list-style-type: none"> 1. Article 14 of the Rules Governing Shareholders' General Meetings of Listed Companies Ordinary shareholders who individually or collectively hold more than 3% of the company's shares (including preferred shareholders with restored voting rights) may submit an extraordinary proposal to the convener in writing 10 days before the shareholders' general meeting. The convener shall, within two days after receiving the proposal, issue a supplementary notice of the shareholders' general meeting stating the contents of the extraordinary proposal. 2. Article 2.1.4 of the Shanghai Stock Exchange Listed Company No.1 Self-Discipline Guideline - Standard Operation If qualified shareholders make an extraordinary proposal before the convening of the shareholders' general meeting, such shareholder(s) shall hold no less than 3% of shares from the date of the notice of the proposal to the announcement of the meeting resolution. <p>Shareholders proposing an extraordinary proposal shall provide a written document to the convener certifying the holding of 3% or more of the listed company's shares. If</p>

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			<p>shareholders make a joint proposal by proxies, the shareholder(s) shall issue a written authorization letter to the proxies.</p> <p>If the qualification of the shareholders who submit the proposal is true and the relevant proposal meets the relevant requirements of the Company Law, the convener shall submit it to the shareholders' general meeting for consideration and issue a supplementary notice of the shareholders' general meeting within the specified period.</p>
<p>Original Article 77 (deleted)</p>	<p>The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the shareholders' general meeting based upon the written replies received twenty days prior to the shareholders' general meeting. Where the number of voting shares held by shareholders intending to attend the shareholders' general meeting reaches more than one half of the total number of voting shares of the Bank, the meeting may be held. Where such number of voting shares is not reached, the Bank shall issue an announcement to notify the shareholders of the matters to be discussed at the shareholders' general meeting and the place, date and time of the meeting within five days. The Bank may convene the shareholders' general meeting after such announcement has been made.</p>	<p>The Bank shall calculate the number of voting shares represented by the shareholders intending to attend the shareholders' general meeting based upon the written replies received twenty days prior to the shareholders' general meeting. Where the number of voting shares held by shareholders intending to attend the shareholders' general meeting reaches more than one half of the total number of voting shares of the Bank, the meeting may be held. Where such number of voting shares is not reached, the Bank shall issue an announcement to notify the shareholders of the matters to be discussed at the shareholders' general meeting and the place, date and time of the meeting within five days. The Bank may convene the shareholders' general meeting after such announcement has been made.</p>	<p>The original system source of this article is Article 22 of the Special Regulations of the State Council on the Overseas Offering and Listing of Shares of Joint Stock Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) “The Company shall calculate the number of voting shares represented by the shareholders intending to attend the shareholders' general meeting based upon the written replies received 20 days prior to the shareholders' general meeting. Where the number of voting shares held by shareholders intending to attend the shareholders' general meeting reaches one half of the total number of voting shares of the Company, the meeting may be held. Where such number of voting shares is not reached, the Company shall issue an announcement to notify the shareholders of the matters to be discussed at the shareholders' general meeting and the place, date and time of the meeting within 5 days. The Company may convene the shareholders' general meeting after such announcement has been made.”</p>

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Articles	Before amendment	After amendment	Basis
			<p>According to the Approval of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Convening General Meetings of Overseas Listed Companies and Other Matters (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆) (Guo Han [2019] No. 97), “it is agreed that the requirements on notice period, the right of shareholders to make proposals and the procedure for convening a shareholders’ general meeting of a joint stock limited company registered in the PRC and listed outside the PRC shall uniformly comply with the relevant provisions of the Company Law of the People’s Republic of China, and the provisions of Articles 20 to 22 of the Special Provisions of the State Council on the Overseas Raising of Shares and Listing of Joint Stock Companies(國務院關於股份有限公司境外募集股份及上市的特別規定) shall no longer apply”, therefore, the Article is deleted accordingly.</p>

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Articles	Before amendment	After amendment	Basis
<p>Article 79 (original Article 78)</p>	<p>The meeting notice for the shareholders' general meeting shall satisfy the following requirements.</p> <p>.....</p>	<p>The meeting notice for the shareholders' general meeting shall satisfy the following requirements:</p> <p>.....</p> <p>(IX) <u>the record date on which the shareholders are eligible to attend the shareholders' general meeting;</u></p> <p>(X) <u>the name and the phone number of the permanent contact person of the meeting;</u></p> <p>(XI) <u>the voting time and voting procedure by internet or other means.</u></p>	<p>Article 56 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision). The notice of the general meeting shall include the following:</p> <p>.....</p> <p>(IV) the record date on which the shareholders are eligible to attend the shareholders' general meeting;</p> <p>(V) the name and the phone number of the permanent contact person of the meeting;</p> <p>(VI) the voting time and voting procedure by internet or other means.</p>
<p>Article 80 (original Article 79)</p>	<p>.....</p> <p>The announcement mentioned above shall be published in one or more newspapers designated by the securities regulatory authority of the State Council forty-five to fifty days prior to the meeting. All shareholders of domestic listed shares shall be deemed as having received the notice of shareholders' general meeting upon the publication of the announcement.</p> <p>.....</p>	<p>.....</p> <p>The announcement mentioned above shall be published in <u>the media that meet the conditions specified by the CSRC</u> one or more newspapers designated by the securities regulatory authority of the State Council forty-five to fifty days prior to the meeting. All shareholders of domestic listed shares shall be deemed as having received the notice of shareholders' general meeting upon the publication of the announcement.</p> <p>.....</p>	<p>1. Article 8 of the Rules Governing the Disclosure of Information by Listed Companies (2021 Revision)</p> <p>The information disclosed in accordance with the law shall be published on the website of the stock exchange and media that meeting the provisions stipulated by the CSRC, and shall also be made available at the address of the listed company and the stock exchange for public inspection.</p> <p>2. The Article duplicates the relevant provisions of Article 76 of the revised Articles of Association.</p>

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Articles	Before amendment	After amendment	Basis
<p>Article 85 (deleted)</p>	<p>More than half of the independent directors may jointly propose to the Board of Directors to convene extraordinary general meeting and the proposal shall be made in writing to the Board of Directors. For such proposal, the Board of Directors shall, in accordance with laws, regulations, rules, regulatory documents and the Articles, make a response in writing on whether or not it agrees to convene an extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, a notice of convening the extraordinary general meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors refuses to convene the extraordinary general meeting, it shall give an explanation and issue an announcement in accordance with relevant regulations.</p>	<p>More than half of the independent directors may jointly propose to the Board of Directors to convene extraordinary general meeting and the proposal shall be made in writing to the Board of Directors. For such proposal, the Board of Directors shall, in accordance with laws, regulations, rules, regulatory documents and the Articles, make a response in writing on whether or not it agrees to convene an extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, a notice of convening the extraordinary general meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors refuses to convene the extraordinary general meeting, it shall give an explanation and issue an announcement in accordance with relevant regulations.</p>	<ol style="list-style-type: none"> 1. Article 20 of the Corporate Governance Guidelines for Banking and Insurance Institutions. A banking or insurance institution shall convene an annual general meeting within six months after the end of each financial year. A banking or insurance institution shall convene an extraordinary general meeting in accordance with the relevant provisions of the Company Law. If more than one-half and not less than two independent directors propose to convene an extraordinary general meeting, the banking or insurance institution shall convene an extraordinary general meeting within two months. 2. The Article duplicates the relevant provisions of Article 76 of the revised Articles of Association.
<p>Article 88</p>	<p>When the Board of Supervisors or the convening shareholders decide to convene an extraordinary general meeting by themselves, they shall notify the Board of Directors in writing, and file with the securities regulatory authority of the State Council in the place where the Bank is situated and the stock exchange of jurisdiction where the shares of the Bank are listed. The Board of Supervisors or the convening shareholders shall issue a notice of convening the extraordinary general meeting. The content of the notice</p>	<p>When the Board of Supervisors or the convening shareholders decide to convene an extraordinary general meeting by themselves, they shall notify the Board of Directors in writing, and file with the securities regulatory authority of the State Council in the place where the Bank is situated and the stock exchange of jurisdiction where the shares of the Bank are listed. The Board of Supervisors or the convening shareholders shall issue a notice of convening the extraordinary general meeting. The content of the notice</p>	<p>Article 50 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision). When the Board of Supervisors or shareholders decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall send a written notice to the Board, and file the same with the stock exchange for record.</p> <p>Compared with the previous version of the Guidelines for the Articles of Association of the Listed Companies (2019 Revision), the Guidelines for the Articles of Association of the Listed</p>

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	shall comply with the following requirements and the provision in Article 78: 	shall comply with the following requirements and the provision in Article 78 <u>79</u> : 	Companies (2022 Revision) has removed the requirement to file with the institutions of securities regulator.
Article 91 Where a shareholders' general meeting is convened by the Board of Supervisors, the meeting 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, the vice chairman of the Board of Supervisors shall preside over the meeting; if the vice chairman is unable or fails to perform his/her duties, a supervisor jointly chosen by more than half of the supervisors shall preside over the meeting. The shareholders' general meeting convened by shareholders themselves shall be presided over by the one elected by the conveners. Where a shareholders' general meeting is convened by the Board of Supervisors, the meeting shall be presided over by the chairman <u>Chairman of the Board of Supervisors</u> ; if the chairman <u>Chairman of the Board of Supervisors</u> is unable or fails to perform his/her duties, the vice chairman <u>Vice Chairman of the Board of Supervisors</u> shall preside over the meeting; if the vice chairman <u>Vice Chairman of the Board of Supervisors</u> is unable or fails to perform his/her duties, a supervisor jointly chosen by more than half of the supervisors shall preside over the meeting. The shareholders' general meeting convened by shareholders themselves shall be presided over by the one elected by the conveners <u>convening shareholders</u> .	1. Article 51 of the Company Law The Board of Supervisors shall have a chairman who shall be elected by a majority of all Supervisors. Article 68 of the Corporate Governance Guidelines for Banking and Insurance Institutions The Board of Supervisors shall have a chairman and may have a vice chairman. The Chairman and Vice Chairman of the Board of Supervisors shall be elected by a majority of all Supervisors. 2. to consistent with Item V of Article 87 of the Articles of Association.

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 95	<p>The following matters shall be adopted by special resolution at the shareholders' general meeting:</p> <p>.....</p> <p>(IV) division, merger, dissolution and liquidation of the Bank or change of corporate form;</p> <p>.....</p> <p>(X) other matters stipulated by laws, regulations, rules, regulatory documents and the Articles, and deemed by the shareholders' general meeting in a general resolution as it will have material impact on the Bank and require the adoption by a special resolution.</p>	<p>The following matters shall be adopted by special resolution at the shareholders' general meeting:</p> <p>.....</p> <p>(IV) division, spin-off, merger, dissolution and liquidation of the Bank or change of corporate form;</p> <p>.....</p> <p>(X) <u>removal of independent directors;</u></p> <p>(X)(XI) other matters stipulated by laws, regulations, rules, regulatory documents and the Articles, and deemed by the shareholders' general meeting in a general resolution as it will have material impact on the Bank and require the adoption by a special resolution.</p>	<p>1. Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>However, the following matters must be approved by at least two-thirds of the voting rights of the shareholders present at the meeting:</p> <p>(V) removal of independent directors;</p> <p>2. Article 78 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision)</p> <p>The following matters shall be approved by a special resolution at the shareholders' general meeting: ...</p> <p>(II) division, spin-off, merger, dissolution and liquidation of a company;.....</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 96</p>	<p>.....</p> <p>The shares of the Bank held by the Bank do not have any voting right and such shares shall not be counted in the total voting shares held by the shareholders present at the shareholders' general meeting.</p> <p>The Board of Directors, independent directors and the shareholders who meet the relevant conditions may collect the shareholders' voting rights. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Bank shall not impose any limitation related to the minimum shareholding percentage on the solicitation of voting rights.</p>	<p>.....</p> <p>The shares of the Bank held by the Bank do not have any voting right and such shares shall not be counted in the total voting shares held by the shareholders present at the shareholders' general meeting.</p> <p><u>The voting shares of the Bank purchased by the shareholders in the violation of first and second paragraphs of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing the relevant shares, and shall not be included in the total number of voting shares present at a shareholders' general meeting.</u></p> <p>The Board of Directors, independent directors and the shareholders who meet the relevant conditions, <u>shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the CSRC</u> may collect the shareholders' voting rights. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. <u>Except for the statutory conditions,</u> the Bank shall not impose any limitation related to the minimum shareholding percentage on the solicitation of voting rights.</p>	<p>Article 79 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision)</p> <p>The voting shares of a company purchased by the shareholders in the violation of first and second paragraphs of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing the relevant shares, and shall not be included in the total number of voting shares present at a shareholders' general meeting.</p> <p>The board of directors of the Company, independent directors, shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the CSRC may publicly solicit voting rights from the shareholders. Such information as the specific vote intention shall be sufficiently disclosed to the solicited persons in respect of solicitation of the shareholders' right to vote. It is not permitted to solicit the shareholders' right to vote in a chargeable or disguised chargeable manner. Except for the statutory conditions, the Company shall not impose any limitation related to the minimum shareholding percentage on the solicitation of voting rights.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 106	Minutes of the shareholders' general meeting shall be signed by the directors present at the meeting and chairman of the meeting, and shall be kept in the registered domicile of the Bank together with the signature list of shareholders attending the meeting and the proxy form as archive of the Bank.	Minutes of the shareholders' general meeting shall be signed by the directors, <u>supervisors, secretary of the Board of Directors, the convener or his/her representative</u> present at the meeting and chairman of the meeting, and shall be kept in the registered domicile of the Bank together with the signature list of shareholders attending the meeting and the proxy form, <u>and valid information on voting through Internet and other means</u> as archive of the Bank, <u>and the minutes shall be kept for a permanent period. The Bank shall report the minutes and resolutions of the shareholders' general meetings to the CBIRC in a timely manner.</u>	<p>1. the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 7 The banking or insurance institution shall submit the minutes and resolutions of the general meeting, board meeting and supervisory board meeting to the supervisory authority in a timely manner.</p> <p>Article 24 The shareholders' general meeting shall make minutes of the decisions on the matters discussed, and the minutes shall be kept for a permanent period.</p> <p>2. Article 41 of the Rules Governing General Meetings of Listed Companies (2022 Amendment)</p> <p>The directors, supervisors, secretary of the board of directors, the convener or his/her representative and chairman of the meeting attending the meeting shall sign the minutes of the meeting and ensure that the contents of the minutes are true, accurate and complete. The minutes shall be kept together with the signatures of the shareholders attending the meeting and the proxy form, and valid information on voting through Internet and other means, for a period of not less than ten years.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 114	<p>When the Bank convenes the classified shareholders' meeting, it shall issue a written notice forty-five days prior to the meeting, to inform all shareholders of that class who are listed in the register of the matters to be examined, place, date and time of the meeting. Shareholders who intend to attend the meeting shall send a written reply of attendance to the Bank twenty days prior to the meeting.</p> <p>When the voting shares held by the shareholders who intend to attend the meeting reach more than half of the total voting shares of such class at the meeting, the Bank may convene the classified shareholders' meeting. Otherwise, the Bank shall, within five days, inform the shareholders of the matters to be examined, and the place, date and time of the meeting through public announcement. After issuing such an announcement, the Bank may convene the classified shareholders' meeting.</p>	<p>When the Bank convenes the classified shareholders' meeting, it shall issue a written notice forty five days prior to the meeting, to inform all shareholders of that class who are listed in the register of the matters to be examined, place, date and time of the meeting. <u>The above notice shall be given with reference to the provisions of Article 76 of the Articles.</u> Shareholders who intend to attend the meeting shall send a written reply of attendance to the Bank twenty days prior to the meeting.</p> <p>When the voting shares held by the shareholders who intend to attend the meeting reach more than half of the total voting shares of such class at the meeting, the Bank may convene the classified shareholders' meeting. Otherwise, the Bank shall, within five days, inform the shareholders of the matters to be examined, and the place, date and time of the meeting through public announcement. After issuing such an announcement, the Bank may convene the classified shareholders' meeting.</p>	<p>According to the Approval of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Convening General Meetings of Overseas Listed Companies and Other Matters (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復) (Guo Han [2019] No. 97), the adjustment of the notice period for convening general meetings is amended in conjunction with the content of Article 76 of the amended Articles of Association.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 126	<p>.....</p> <p>Directors of the Bank shall comprise executive directors and non-executive directors, and non-executive directors shall comprise independent directors. The term “executive director” refers to person who holds a position in the Bank other than director, member or chairman of special committee of the Board of Directors. The term “non-executive director” refers to person who does not hold any position in the Bank relating to operation and management.</p> <p>.....</p>	<p>.....</p> <p>Directors of the Bank shall comprise executive directors and non-executive directors, and non-executive directors shall comprise independent directors. The term “executive director” refers to <u>the Directors who assume the responsibilities of senior management in addition to being a Director</u>person who holds a position in the Bank other than director, member or chairman of special committee of the Board of Directors. The term “non-executive director” refers to <u>the Directors who do not hold any office in the Bank other than that of a Director and who do not assume the responsibilities of senior management</u>person who does not hold any position in the Bank relating to operation and management.</p> <p>.....</p>	<p>Article 46 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>An executive director is a director who, in addition to being a director, also assumes the responsibilities of a senior manager in a banking or insurance institution.</p> <p>A non-executive director is a director who does not hold any position other than director in a banking or insurance institution and does not assume the responsibilities of senior management.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 130	<p>Unless otherwise required by the Articles, the methods and general procedures to nominate and elect directors are as follows:</p> <p>(I) the candidates for directors may be nominated by the Nomination Committee under the Board of 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 no less than three percent of the total voting shares issued by the Bank may nominate the candidates for directors to the Board of Directors;</p> <p>.....</p> <p>(III) before the convening of shareholders' general meeting of the Bank, candidates for directors shall make written commitments stating their acceptance of the nomination, undertaking that the public disclosure of the information is true and complete, and promising to faithfully perform the duties of directors if elected;</p> <p>(IV) the intention to nominate a candidate as a director, the nominee's notice expressing his acceptance of such nomination and the relevant written document of the nominee shall be lodged to the Bank not less than seven days prior to the convening of the shareholders' general</p>	<p>Unless otherwise required by the Articles, the methods and general procedures to nominate and elect directors are as follows:</p> <p>(I) the candidates for directors may be nominated by the Nomination Committee under the Board of 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 no less than three percent of the total voting shares issued by the Bank may nominate the candidates for directors to the Board of Directors, <u>In principle, the number of directors nominated by the same shareholder or its related parties shall not exceed one-third of the total number of members of the Board of Directors, unless otherwise provided by the government of the PRC;</u></p> <p>.....</p> <p>(III) before the <u>announcement of the notice convening</u> of shareholders' general meeting of the Bank, candidates for directors shall make written commitments stating their acceptance of the nomination, undertaking that the public disclosure of the information is true, <u>accurate</u> and complete, and</p>	<p>1. the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 22</p> <p>.....</p> <p>However, the following matters must be approved by at least two-thirds of the voting rights held by the shareholders present at the meeting:</p> <p>.....</p> <p>(V) removal of an independent director;</p> <p>.....</p> <p>Article 27</p> <p>.....</p> <p>In principle, the number of directors nominated by the same shareholder or its related parties shall not exceed one-third of the total number of members of the Board of Directors, unless otherwise provided by the government of the PRC;</p> <p>.....</p> <p>2. the Guidelines for the Articles of Association of the Listed Companies (2022 Revision)</p> <p>Article 96 Directors shall be elected or removed by the shareholders' general meeting and may be dismissed by the Shareholders' general meeting prior to the expiration of their term of office,</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>meeting. Nominators shall provide resume and basic information of the nominee to shareholders. The period given by the Bank to relevant nominators and nominees to submit the aforesaid notices and documents (which is counted from the next day when the notice of shareholders' general meeting is issued) shall be no less than seven days;</p> <p>.....</p> <p>The shareholders' general meetings shall not dismiss any director before the expiry of his/her term without reasons. Subject to compliance with the requirements of relevant laws and administrative regulations, any director whose term has not yet expired may be removed by the way of passing of an ordinary resolution at the shareholders' general meeting (without prejudice to claims that may be made under any contracts).</p>	<p>promising to faithfully perform the duties of directors if elected;</p> <p>(IV) the intention to nominate a candidate as a director, the nominee's notice expressing his acceptance of such nomination and the relevant written document of the nominee shall be lodged to the Bank not less than seven days prior to the announcement of the notice convening of the shareholders' general meeting. Nominators shall provide resume and basic information of the nominee to shareholders. The period given by the Bank to relevant nominators and nominees to submit the aforesaid notices and documents (which is counted from the next day when the notice of shareholders' general meeting is issued) shall be no less than seven days;</p> <p>.....</p> <p>The shareholders' general meetings shall not dismiss any director before the expiry of his/her term without reasons. Subject to compliance with the requirements of relevant laws and administrative regulations, any non-independent director whose term has not yet expired may be removed by the way of passing of an ordinary resolution at the shareholders' general meeting, and independent director whose term has not yet expired may be removed by the way of</p>	<p>which is [years]. Upon the expiry, a director is eligible for re-appointment subject to re-election.</p> <p>.....</p> <p>3. Code of Governance for Listed Companies</p> <p>Article 19 A listed company shall disclose the details of the candidates for director before the general meeting to facilitate shareholders to have sufficient understanding of the candidates.</p> <p>A candidate for director should make a written undertaking before the announcement of the notice of general meeting that he/she agrees to accept the nomination, undertakes that the information of the candidate disclosed publicly is true, accurate and complete, and undertakes to perform his/her duties as a director in good faith after being elected.</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<u>passing of a special resolution</u> (without prejudice to claims that may be made under any contracts).	
Article 134	<p>Directors shall contribute enough time to perform their duties. Directors in charge of the Audit Committee, Related Party Transaction Control Committee and Risk Control Committee shall work for the Bank for no less than twenty-five working days each year.</p> <p>Directors shall attend personally at least two-thirds of the board meetings each year. If a director fails to attend a board meeting in person on two occasions consecutively and fails to appoint another director to attend the board meeting, the director shall be deemed as a failure to discharge his/her duties. The Board of Directors shall put forward a proposal at the shareholders' general meeting to remove such director.</p>	<p>Directors shall contribute enough time to perform their duties. Directors in charge of the Audit Committee, Related Party Transaction Control Committee and Risk Control Committee shall work for the Bank for no less than twenty-five working days each year.</p> <p>Directors shall attend personally at least two-thirds of the <u>on-site</u> board meetings each year. If a director fails to attend a board meeting in person on two occasions consecutively and fails to appoint another director to attend the board meeting, the director shall be deemed as a failure to discharge his/her duties. The Board of Directors shall put forward a proposal at the shareholders' general meeting to remove such director.</p>	<p>1. Article 14 of the Measures for the Performance Evaluation of Directors and Supervisors of Banking or Insurance Institutions (for Trial Implementation)</p> <p>.....</p> <p>The chairman of the Risk Management Committee, Audit Committee and Affiliated Transaction Control Committee of the Board of Directors shall work in the banking and insurance institution for not less than 20 working days per year.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p><u>If a director attends less than two-thirds of the board meetings within a year, the Board of Supervisors of the Bank shall review his or her performance of duties and make a resolution and announcement on whether he or she has exercised due diligence.</u></p>	<p>2. Article 32 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Directors shall attend at least two-thirds of the on-site board meetings in person each year; If any Director cannot attend the meeting for any reason, he/she may authorize in writing another Director to act on his/her behalf, but independent directors shall not delegate non-independent directors to attend on his/her behalf.</p> <p>3. Article 3.3.3 of the Shanghai Stock Exchange Listed Company No.1 Self-Discipline Guideline – Standard Operation</p> <p>If a director attends less than two-thirds of the board meetings within a year, the board of supervisors of the listed company shall review his or her performance of duties and make a resolution and announcement on whether he or she has exercised due diligence.</p>
<p>Article 135</p>	<p>Directors shall attend the board meetings in a responsible manner and clearly express an independent, professional and objective clear opinion on the matters to be discussed in the board meeting. If a director is indeed unable to attend the board meeting in person, he/she may appoint other directors of the same class in writing to vote on his/her behalf according to the appointor's intention and the appointor shall assume legal responsibility independently.</p> <p>.....</p>	<p>Directors shall attend the board meetings in a responsible manner and clearly express an independent, professional and objective clear opinion on the matters to be discussed in the board meeting. If a director is indeed unable to attend the board meeting in person, he/she may appoint other directors of the same class in writing to vote on his/her behalf according to the appointor's intention, <u>however, an independent director may not appoint a non-independent director to attend on his/her behalf.</u> and The appointor shall assume legal responsibility independently. <u>In principle, a</u></p>	<p>Article 32 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Directors shall attend at least two-thirds of the on-site board meetings in person each year; if a director is unable to attend in person for any reason, he/she may appoint other directors in writing to attend on his/her behalf, however, an independent director may not appoint a non-independent director to attend on his/her behalf.</p> <p>In principle, a director may accept a maximum of two proxies from directors who cannot present at the</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
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Articles	Before amendment	After amendment	Basis
		<p><u>director may accept a maximum of two proxies from directors who cannot present at the meeting in person. When considering a connected transaction, a non-connected director may not appoint a connected director to attend on his or her behalf.</u></p> <p>.....</p>	<p>meeting in person. When considering a connected transaction, a non-connected director may not appoint a connected director to attend on his or her behalf.</p>
<p>Article 137</p>	<p>If the number of the Board of Directors falls below the minimum number as required by the Articles because re-election is not timely conducted upon expiry of the term of office of a director, or resignation of a director during his term of office, then such director shall continue to perform his/her duties in accordance with laws, regulations, rules, regulatory documents and the Articles until a new director is elected and assumes his/her office.</p> <p>A director may resign prior to the expiration of his/her term of office. If a director resigns, he/she shall submit a resignation report in writing to the Board of Directors. The Board of Directors shall disclose the relevant situation within 2 days. Except in the aforesaid situation where the resignation of a director results in the number of the Board of Directors to fall below the quorum, the resignation of a director shall become effective when it is served upon the Board of Directors. If a person is appointed at the shareholders' general meeting to fill a casual vacancy of the Board of Directors or is appointed as an additional director, his/her term of office shall be lasted until the time of convening the shareholders' general</p>	<p>If the number of the Board of Directors falls below <u>the statutory minimum number stipulated in the Company Law or</u> the minimum number as required by the Articles because re-election is not timely conducted upon expiry of the term of office of a director, or resignation of a director during his term of office, then such director shall continue to perform his/her duties in accordance with laws, regulations, rules, regulatory documents and the Articles until a new director is elected and assumes his/her office.</p> <p>A director may resign prior to the expiration of his/her term of office. If a director resigns, he/she shall submit a resignation report in writing to the Board of Directors. The Board of Directors shall disclose the relevant situation within 2 days. Except in the aforesaid situation where the resignation of a director results in the number of the Board of Directors to fall below the quorum <u>or the minimum number stipulated in the Articles, or in other situation as otherwise provided in the Articles,</u> the resignation of a director shall become effective when it is served upon the Board of Directors. <u>If the Bank is in the process of significant risk disposal, no director of the Bank may resign without the</u></p>	<p>1. Article 29 of the Corporate Governance Code for Banking or Insurance Institutions</p> <p>.....</p> <p>In the event that the number of the board of directors falls below the minimum number stipulated by the Company Law or two-thirds of the number prescribed by the Articles of Association due to the resignation of a director, the resigning director shall continue to perform his or her duties until a new director is elected. Any director of a bank and insurance institution that is dealing with major risks should not resign without the approval of regulatory authority.</p> <p>.....</p> <p>2. The provisions regarding independent directors in Article 150 of the amended Articles of Association are included in the Excluded Circumstances.</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	meeting to select the next Board of Directors and such person has the qualification to be re-elected.	approval of the CBIRC. If a person is appointed at the shareholders' general meeting to fill a casual vacancy of the Board of Directors or is appointed as an additional director, his/her term of office shall be lasted until the time of convening the shareholders' general meeting to select the next Board of Directors and such person has the qualification to be re-elected.	
Article 138	Independent directors of the Bank refers to directors who do not hold any position other than as directors, members or chairman of special committee of the Board of Directors, and those who have no relation with the Bank and its substantial shareholders that may affect their independent and objective judgment.	Independent directors of the Bank refers to directors who do not hold any position other than as directors, members or chairman of special committee of the Board of Directors, and those who have no relation with the Bank, and its substantial shareholders and actual controller that may affect their independent and objective judgment.	Article 33 of the Corporate Governance Guidelines for Banking and Insurance Institutions Independent directors are directors who do not hold any position other than director in the banking or insurance institutions they work for and do not have any relationship with the banking or insurance institutions, their shareholders or effective controllers that may affect their independent and objective judgment of the company's affairs.
Article 140	Independent directors shall perform their duties independently and shall not be affected by the substantial shareholders, de facto controllers of the Bank and other units or individuals having interests in the Bank, in particular ensuring that the lawful interests of the minority shareholders shall not be prejudiced.	Independent directors shall perform their duties independently and shall not be affected by the substantial shareholders, de facto controllers of the Bank and other units or individuals having interests in the Bank, in particular ensuring that the lawful interests of the minority shareholders shall not be prejudiced. <u>In the case of any conflict between shareholders or directors of the Bank, which has a major impact on the operation and management of the Bank, independent directors shall perform their duties proactively to protect the overall interests of the Bank.</u> <u>In the event of any material deficiencies or failures in the corporate governance mechanism of</u>	1. Article 41 of the Corporate Governance Guidelines for Banking and Insurance Institutions Independent directors shall perform their duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Banking or Insurance Institutions, the minority shareholders and financial consumers, and shall not be influenced by shareholders, de facto controllers, senior management or other entities or individuals with significant interests in the Banking or Insurance Institutions. In the event of any material deficiencies or failures in the corporate governance mechanism of

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p><u>the Bank, the independent directors shall promptly report the relevant information to the regulatory authorities, and the independent directors shall, in addition to reporting the relevant information to the regulatory authorities in accordance with the regulations, keep the secrets of the Bank.</u></p>	<p>the Banking or Insurance Institutions, the independent directors shall promptly report the relevant information to the regulatory authorities, and the independent directors shall, in addition to reporting the relevant information to the regulatory authorities in accordance with the regulations, keep the commercial secrets of the Banking or Insurance Institutions.</p> <p>2. Article 37 of the Code on Governance of Listed Companies</p> <p>The independent directors shall perform their duties as directors in accordance with the law, fully understand the operation and operation of the company and the contents of the board meetings, and safeguard the interests of the listed company and all shareholders, with particular attention to the protection of the legitimate rights and interests of small and medium shareholders. The independent directors shall report their work to the shareholders' general meeting on an annual basis.</p> <p>In the case of any conflict between shareholders or directors of the listed company which has a major impact on the operation and management of the company, independent directors shall perform their duties proactively to protect the overall interests of the listed company.</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 142	Persons who work in government authorities shall not serve concurrently as the independent directors of the Bank and the independent directors shall not hold positions in more than two commercial banks concurrently (including independent directors).	Persons who work in government authorities shall not serve concurrently as the independent directors of the Bank and the independent directors shall not hold positions <u>as independent directors</u> in more than two commercial banks concurrently (including independent directors) . <u>If a director serves as an independent director in a banking or insurance institution concurrently, the institutions should not be related and there should be no conflict of interest.</u>	<p>Article 37 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Independent director should ensure that he/she has sufficient time and energy to perform his/her duties effectively. A natural person may serve as an independent director in a maximum of five domestic or foreign enterprises at the same time. Where a person also serves as an independent director of a banking or insurance institution, the relevant institution shall not have a related party relationship and there shall be no conflict of interests.</p> <p>A natural person shall not serve as an independent director in more than two commercial banks at the same time, and shall not serve as an independent director in an insurance institution operating the same type of business at the same time.</p>
Article 143	<p>Methods of nomination and procedures of election for independent directors are as follows:</p> <p>.....</p> <p>(II) shareholders who individually or jointly hold no less than one percent of the issued voting shares of the Bank shall nominate candidate who satisfy the requirements for independent directors;</p> <p>(III) the same shareholder may only nominate one candidate for independent director and shall not nominate candidates for both independent director and external supervisor. If the candidate for</p>	<p>Methods of nomination and procedures of election for independent directors are as follows:</p> <p>.....</p> <p>(II) shareholders who individually or jointly hold no less than one percent of the issued voting shares of the Bank <u>in aggregate and the Board of Supervisors</u> shall nominate candidate who satisfy the requirements for independent directors;</p> <p>(III) the same shareholder may only nominate one candidate for independent director and shall not nominate candidates for both independent director and external supervisor. If</p>	<p>Article 35 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Shareholders who individually or collectively hold at least one percent of the total voting shares of the banking or insurance institution, the nominating committee of the board of directors, and the Board of Supervisors may nominate candidates for independent directors. Shareholders who have already nominated non-independent directors and their related parties are not allowed to nominate independent directors.</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>independent director nominated by the same shareholder has held the position of independent director, such shareholder shall not nominate candidate for independent director again during his/her term of office;</p> <p>.....</p>	<p>the candidate for independent director nominated by the same shareholder has held the position of independent director, such shareholder shall not nominate candidate for independent director again during his/her term of office, <u>Shareholders who have nominated non-independent directors and their related parties are prohibited from nominating additional independent directors;</u></p> <p>.....</p>	
<p>Article 145</p>	<p>.....</p> <p>Independent directors may appoint other independent directors to attend the board meeting on their behalf, but they shall attend at least two-thirds of total board meeting in person each year.</p>	<p>.....</p> <p>Independent directors may appoint other independent directors to attend the board meeting on their behalf, but they shall attend at least two-thirds of total board meeting in person each year.</p>	<p>The provision is already stipulated in Articles 134 and 135 of the Articles of Association, and therefore will not be repeated.</p>
<p>Article 147</p>	<p>In addition to the duties and powers of directors vested by the Company Law and other laws, regulations, rules and regulatory documents, independent directors shall have the following duties and powers:</p> <p>(I) propose to the Board of Directors to convene an extraordinary general meeting;</p> <p>(II) propose to convene a board meeting;</p> <p>(III) appoint external auditing and consulting institutions independently;</p>	<p>In addition to the duties and powers of directors vested by the Company Law and other laws, regulations, rules and regulatory documents, independent directors shall have the following duties and powers:</p> <p>(I) propose to the Board of Directors to convene an extraordinary general meeting;</p> <p>(II) propose to convene a board meeting;</p> <p>(III)(I) appoint external auditing and consulting institutions independently <u>to audit and consult with the Bank on specific matters;</u></p>	<p>1. The powers and functions in item (I), (II) of this Article have been stipulated in Article 75 and Article 164 of the amended Articles of Association.</p> <p>2. Article 22 of the Rules Governing Independent Directors of Listed Companies. In order to give full play to the role of the independent directors, the independent directors shall, in addition to the powers and functions conferred on the directors by the Company Law and other relevant laws and regulations, the listed companies shall also confer</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>(IV) approve significant related party transactions before being examined by the Related Party Transaction Control Committee and being submitted to the Board of Directors for discussion; and engage an intermediary institution to issue an independent financial report as the basis for judgment before independent directors make judgment;</p> <p>(V) other duties and powers as stipulated by laws, regulations, rules, regulatory documents and the Articles.</p> <p>The exercise of the aforesaid duties and powers by independent directors shall obtain the consent of more than half of all the independent directors.</p>	<p>(IV)(II) approve <u>the related party transactions that the Bank intends to enter into with related parties in an aggregate amount greater than RMB3 million or greater than 5% of the Bank's most recent audited net asset value</u> significant related party transactions before being examined by the Related Party Transaction Control Committee and being submitted to the Board of Directors for discussion; and engage an intermediary institution to issue an independent financial report as the basis for judgment before independent directors make judgment;</p> <p>(III) <u>to publicly solicit voting rights from shareholders prior to the shareholders' general meeting;</u></p> <p>(V)(IV) other duties and powers as stipulated by laws, regulations, rules, regulatory documents and the Articles.</p> <p><u>The exercise of the powers and functions set forth in paragraph (I) of the preceding paragraph by the independent directors shall be subject to the consent of all independent directors; the exercise of the powers and functions set forth in paragraph (II), (III) of the preceding paragraph, as well as the proposal to the Board of Directors to engage or dismiss an accounting firm, the proposal to the Board of Directors to convene an</u></p>	<p>on the independent directors the following special powers and functions:</p> <p>(I) Significant related party transactions (meaning the amount of proposed related party transactions with related parties exceeds RMB3 million or more than 5% of the listed company's latest audited net asset value) shall be approved by the independent directors in advance; before making their judgment, the independent directors may engage an intermediary to issue an independent financial advisor's report as the basis for their judgment.</p> <p>(II) to propose to the board of directors the engagement or removal of an accounting firm.</p> <p>.....</p> <p>(V) to publicly solicit votes from shareholders prior to a shareholders' general meeting;</p> <p>(VI) to independently engage external auditors and consulting firms to audit and consult on specific matters of the Company;</p> <p>The independent directors shall obtain the consent of at least one-half of all independent directors for the exercise of the powers and functions set out in items (I) to (V) of the preceding paragraph; the exercise of the powers</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p><u>extraordinary general meeting, and the proposal to convene a board meeting shall be subject to the consent of at least one-half of all independent directors.</u> The exercise of the aforesaid duties and powers by independent directors shall obtain the consent of more than half of all the independent directors.</p> <p><u>If an independent director proposes to the Board of Directors to engage or dismiss an accounting firm and to exercise the powers and functions set forth in item (II) of paragraph I of this Article, the proposal shall be approved by at least one-half of the independent directors before it is submitted to the Board of Directors for discussion.</u></p> <p><u>If the proposals listed in paragraph I of this Article are not adopted or the aforesaid powers and functions cannot be exercised properly, the Bank shall disclose the relevant circumstances.</u></p>	<p>and functions set out in item (VI) of the preceding paragraph shall be subject to the consent of all independent directors.</p> <p>Items (I) and (II) shall be approved by at least one-half of the independent directors before submitted to the Board of Directors for discussion.</p> <p>If the proposals listed in the first paragraph of this Article are not adopted or the above-mentioned powers and functions cannot be exercised properly, the listed company shall disclose the relevant circumstances.</p>
<p>Article 148</p>	<p>Independent directors shall give independent opinions on the following matters to the Board of Directors or at the shareholders' general meeting:</p> <p>.....</p> <p>(IV) matters which the independent directors consider may prejudice the lawful rights and interests of depositors, minority shareholders and other stakeholders;</p> <p>(V) profit distribution plan;</p> <p>(VI) matters which may cause material losses to the Bank;</p>	<p>Independent directors shall give independent opinions on the following matters to the Board of Directors or at the shareholders' general meeting:</p> <p>.....</p> <p>(IV) matters which the independent directors consider may prejudice the lawful rights and interests of depositors, minority shareholders and other stakeholders;</p> <p>(V)<u>(IV) formulation of profit distribution policy, profit distribution plan and cash dividend plan;</u></p>	<p>1. Article 39 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Independent directors shall express an objective and impartial independent opinion on matters to be considered at the general meeting or the board meeting and, in particular, shall express their opinions to the general meeting or the board meetings on the following matters:</p> <p>(I) material connected transactions;</p> <p>.....</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	(VII) legitimacy and fairness of significant related party transactions;	(V) (V) matters which may cause material losses to the Bank;	(V) engagement or removal of the accounting firm that conducts regular statutory audits of the company's financial reports;
	(VIII) the impact of issuance of Preference Shares on the interest of holders of each class of shares of the Bank;	(VII) (VI) legitimacy and fairness of significant related party transactions <u>and material matters requiring disclosure such as the provision of guarantees (excluding guarantees provided to subsidiaries within the scope of the consolidated financial statements), entrustment of financial management, provision of financial assistance, use of proceeds, investment in stocks and their derivatives;</u>	(VI) other matters that may have significant impact on the legitimate rights and interests of banking and insurance institutions, small and medium-sized shareholders and financial consumers;
	(IX) appointment of external auditors;		.....
	.....		2. Article 3.5.14 of the Shanghai Stock Exchange Listed Company No.1 Self-Discipline Guideline – Standard Operation
		(VIII) (VII) the impact of issuance of Preference Shares on the interest of holders of each class of shares of the Bank;	Independent directors should give independent opinions on the following material matters of the listed company:
		(IX) (VIII) engagement or removal appointment of external auditors;	.....
		(IX) <u>changes in accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;</u>	(IV) engagement or removal of accounting firms;
		(X) <u>non-standard unqualified audit opinions on the Bank's financial and accounting reports and internal controls issued by an accounting firm;</u>	(V) making changes to accounting policies, accounting estimates or corrections of significant accounting errors for reasons other than changes in accounting standards;

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p>(XI) <u>an evaluation report on internal control;</u></p> <p>(XII) <u>changes in commitments by related parties;</u></p> <p>(XIII) <u>major asset reorganization plan, management buyout, share incentive plan, employee stock ownership plan, share repurchase plan, and the proposal to offset debts with capital made by the Bank's related party;</u></p> <p>(XIV) <u>the Bank's intention to decide that its shares will no longer be traded on the Shanghai Stock Exchange;</u></p> <p>(XV) <u>change of use of proceeds;</u></p> <p>(XVI) <u>use of excess funds for permanent replenishment of liquidity and repayment of bank loans;</u></p> <p>(XVII) <u>the formulation of the proposal for the capitalization of the capital reserve;</u></p> <p>(XVIII) <u>other matters that may have a significant impact on the legitimate interests of the Bank, small and medium-sized shareholders and financial consumers;</u></p> <p>.....</p>	<p>(VI) the accounting firm issuing non-standard unqualified audit opinions on the financial accounting reports and internal controls of the Company;</p> <p>(VII) evaluation reports on internal controls;</p> <p>(VIII) the proposal for change of commitment by the relevant parties;</p> <p>.....</p> <p>(X) the formulation of profit distribution policy, profit distribution plan and cash dividend plan;</p> <p>(XI) significant matters such as related party transactions, provision of guarantees (excluding guarantees provided for subsidiaries within the scope of the consolidated financial statements), entrustment of wealth management, provision of financial assistance, use of proceeds, investment in shares and derivatives of shares, etc. that need to be disclosed;</p> <p>(XII) major asset reorganisation plans, management buyouts, share incentive plans, employee stock ownership schemes, share buy-back schemes and capital offsets by related parties of listed companies;</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>(XIII) the Company intending to decide that its shares will no longer be traded on the stock exchange(s);</p> <p>.....</p> <p>3. Guidelines on the Performance of Independent Directors of Listed Companies</p> <p>Article 16 Independent opinion on matters related to listed companies. Matters that require independent directors to express independent opinions to the board of directors or general meeting of a listed company include:</p> <p>.....</p> <p>(VI) change of use of proceeds;</p> <p>(VII) use of excess funds for permanent replenishment of liquidity and repayment of bank loans;</p> <p>(VIII) the formulation of a proposal for capitalization of capital reserve;</p> <p>.....</p>
<p>Article 150</p>	<p>.....</p> <p>If the resignation of any independent director causes the number of independent directors to fall below the minimum quorum, the resignation of such independent director shall only become effective when his/her successor has been elected to fill his/her vacancy.</p>	<p>.....</p> <p>If the resignation of any independent director causes the number of independent directors to fall below the minimum quorum <u>or in the absence of an accounting professional in the independent directors</u>, the resignation of such independent director shall only become effective when his/her successor has been elected to fill his/</p>	<p>1. Article 38 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>If the resignation of an independent director results in the number of independent directors on the board of directors to fall below one-third, the independent director shall continue to perform his/her duties until a new</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p>her vacancy, <u>except in the case of resignation and removal for loss of independence.</u></p>	<p>independent director assumes office, except in the case of resignation or removal due to loss of independence.</p> <p>2. Article 3.2.7 of the Shanghai Stock Exchange Listed Company No.1 Self-Discipline Guideline – Standard Operation</p> <p>The resignation of a director or supervisor shall take effect when the resignation report is delivered to the board of directors or the supervisory board, except for the following circumstances:</p> <p>.....</p> <p>(III) The resignation of an independent director results in the number of independent directors to fall below one-third of the members of the board of directors or in the absence of an accounting professional in the independent directors.</p> <p>If the resignation of a director or supervisor results in the circumstances specified in the preceding paragraph, the proposed resigned director or supervisor shall continue to perform his/her duties in accordance with the provisions before the re-election of the director or supervisor takes office, except as otherwise provided in these guidelines.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 152	<p>The Board of Supervisors has the right to propose to the shareholders' general meeting to dismiss the independent director in one of the following circumstances:</p> <p>.....</p> <p>(III) failing to attend board meetings in person for three consecutive times, or fail to attend the meeting in person for two consecutive times or appoint other independent director to attend the meeting on his/her behalf, or attending in person less than two-thirds of total number of board meetings held within one year;</p> <p>.....</p>	<p>The Board of Supervisors has the right to propose to the shareholders' general meeting <u>within three months</u> to dismiss the independent director <u>and elect a new independent director</u> in one of the following circumstances:</p> <p>.....</p> <p>(III) failing to attend board meetings in person for three consecutive times, or fail to attend the meeting in person for two consecutive times or appoint other independent director to attend the meeting on his/her behalf, or attending in person less than two-thirds of total <u>number of on-site</u> board meetings held within one year;</p> <p>.....</p>	<p>The Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 32 Directors shall attend in person at least two-thirds of the on-site board meetings held within year;</p> <p>Article 42 If an independent director fails to attend three consecutive board meetings in person, he/she shall be deemed to have failed to perform his/her duties and the banking or insurance institution shall convene a shareholders' general meeting to remove him/her from office and elect a new independent director within three months.</p>
Article 156	<p>The number of the members of the Board of Directors shall be no less than 11 and no more than 19. Independent directors shall account for no less than one-third of the directors. The Board of Directors has one chairman and one vice chairman. The chairman and the vice chairman shall be elected and removed by more than half of all the directors.</p> <p>The president and other members of senior management may act as directors. However, the directors who act as the chairman or other members of senior management and the directors who are staff representatives shall not in aggregate account for more than one-third of all the directors.</p> <p>.....</p>	<p>The number of the members of the Board of Directors shall be no less than 11 and no more than 19, <u>including 2 to 5 executive directors and 9 to 14 non-executive directors.</u> Independent directors shall account for no less than one-third of the directors. The Board of Directors has one chairman and one vice chairman. The chairman and the vice chairman shall be elected and removed by more than half of all the directors.</p> <p>The president and other members of senior management may act as directors. However, the directors who act as the chairman or other members of senior management and the directors who are staff representatives shall not in aggregate account for more than one-third <u>one-half</u> of all the directors.</p> <p>.....</p>	<p>1. Article 47 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>A banking or insurance institution shall specify in its Articles of Association the composition of the board of directors, including the number of executive directors and non-executive directors (including independent directors). The number of the board of directors shall be specific and definite.</p> <p>2. Article 96 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision)</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			The manager and other members of senior management may act as directors. However, the directors who act as the manager or other members of senior management and the directors who are staff representatives shall not in aggregate account for more than one-half of all the directors.
Article 157	<p>The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(XI) to consider and approve matters within the scope authorized by the shareholders' general meeting, such as investment, asset acquisitions and disposals, asset pledge and guarantees;</p> <p>.....</p> <p>(XIV) to decide on the Bank's basic management systems, which principally relate to human resources, financial matters and remuneration, and its policies on risk tolerance, risk management and internal control;</p>	<p>The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(XI) <u>in accordance with laws and regulations, regulatory requirements and the Articles and Association</u>, to consider and approve matters within the scope authorized by the shareholders' general meeting, such as investment, asset acquisitions and disposals<u>asset acquisitions, asset disposals and write-offs</u>, asset pledge and guarantees, <u>data governance, entrusted finance, related party transactions, external donations</u>;</p> <p>.....</p> <p>(XIV) to decide on the Bank's basic management systems, which principally relate to human resources, financial matters and remuneration, and its policies on risk tolerance, risk management and internal control, <u>and to assume ultimate responsibility for comprehensive risk management</u>;</p>	<p>1. Article 44 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>In addition to the powers and functions set out in the Companies Act, the powers and functions of the board of directors of a banking or insurance institution shall include, at least:</p> <p>.....</p> <p>(IV) to consider and approve matters including external investments, assets acquisition, assets disposal and write-off, pledge of assets, related party transactions and data governance in accordance with laws, regulations, regulatory provisions, the Articles of Association;</p> <p>.....</p> <p>(VII) to formulate the Company's risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management;</p> <p>.....</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	(XV) to formulate the amendment plans for the Articles;	(XV) to formulate the amendment plans for the Articles, <u>to formulate the rules of procedure for the Shareholders' general meeting and the rules of procedure for the Board, and to consider and approve the working rules of the special committees of the Board;</u>	(X) to formulate amendments to these Articles, formulate rules of procedure of the shareholders' general meetings and rules of procedure of the Board of Directors, consider and approve the terms of reference of special committees of the Board of Directors;
	(XIX) to propose at the shareholders' general meeting to appoint or replace the accounting firm which undertakes auditing work for the Bank; .....	..... (XIX) to propose at the shareholders' general meeting to appoint <u>engage</u> or replace <u>remove</u> the accounting firm which undertakes auditing work for the Bank;	(XI) to propose the shareholders' general meeting to appoint or dismiss the accounting firm that conducts the regular statutory audit of the Company's financial statements;
	(XXI) to protect the lawful interests of depositors and other stakeholders; .....	..... (XXI) to protect the lawful interests of depositors <u>financial consumers</u> and other stakeholders;	(XII) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;
	(XXIII) to determine matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;	..... (XXIII) <u>to assume management responsibility for the shareholders affairs;</u>	(XIV) to assume management responsibility for the shareholders affairs;
	(XXIV) to exercise other duties and powers conferred by laws, regulations, department rules, regulatory documents, the Articles and the shareholders' general meeting.	(XXIV) <u>to determine matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;</u>	The powers of the Board of Directors shall be exercised collectively by the Board of Directors. The powers of the Board of Directors stipulated by the Company Law shall generally not be delegated to the chairman, directors, other institutions or individuals. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors. The Board of Directors shall only delegate its power once for a single specific

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p>Article XXV to exercise other duties and powers conferred by laws, regulations, department rules, regulatory documents, the Articles and the shareholders' general meeting.</p> <p><u>In principle, the aforesaid matters within the terms of reference of the Board of Directors shall be considered and determined by the Board of Directors, but in necessary, reasonable and legal cases, the Board of Directors may authorize the chairman and the president to exercise part of the powers. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals. Material issues of the Bank shall be decided collectively by the Board of Directors. The Board of Directors shall not delegate the functions and powers legally exercised by the Board of Directors to the chairman and the president.</u></p>	<p>matter, and shall not grant power generally or permanently to any other institutions or individuals.</p> <p>2. Article 33 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>Where the Board authorizes the chairman to exercise part of the powers of the Board during the inter-sessional period of the Board, the listed company shall clearly specify the principle and specific content of the authorization in the company's articles of association. The major matters of a listed company shall be decided by the Board collectively. The authority to be exercised by the Board shall not be delegated to the chairman or general manager for exercise.</p> <p>3. Article 107 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision)</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>The board of directors exercises the following powers and functions:</p> <p>.....</p> <p>(VIII) to determine matters in relation to the external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrustment of financial management, related party transactions, external donations, within the scope of authorization by the general meeting;</p> <p>.....</p>
Original Article 158 (deleted)	Prior to making decisions on material issues of the Bank, the Board of Directors shall hear the opinion from the Party Committee.	Prior to making decisions on material issues of the Bank, the Board of Directors shall hear the opinion from the Party Committee.	The Article duplicates the provisions of Article 55 of the revised Articles of Association.
Article 162 (original Article 163)	The Board of Directors shall establish strict examination and approval procedures by setting the scope of authority for conducting investment, purchase and sale of assets, asset pledge, guarantee and related party transactions. Material investment projects shall be examined by experts and other professionals as arranged by the Board of Directors, and shall be submitted to the shareholders' general meeting for approval if required under the Articles.	The Board of Directors shall establish strict examination and approval procedures by setting the scope of authority for conducting investment, purchase and sale of assets, asset pledge, guarantee, and related party transactions and external donations . Material investment projects shall be examined by experts and other professionals as arranged by the Board of Directors, and shall be submitted to the shareholders' general meeting for approval if required under the Articles.	Article 110 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision). The board of directors shall determine the authority to make external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrusted financial management, related party transactions and external donations, and establish strict review and decision-making procedures; material investment projects shall be examined by experts and other professionals and shall be submitted to the shareholders' general meeting for approval.

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 163 (original Article 164)	The Board of Directors shall hold at least one regular meeting quarterly, and the board meetings shall be convened by the chairman. Notice of board meeting shall be sent to all directors in writing at least fourteen days before the date of the meeting.	The Board of Directors shall hold at least four ^{one} regular meetings per year ^{quarterly} , and the board meetings shall be convened by the chairman. Notice of board meeting shall be sent to all directors and supervisors in writing at least fourteen days before the date of the meeting.	Article 49 of the Corporate Governance Guidelines for Banking and Insurance Institutions Meetings of the Board shall include regular meetings and interim meetings. Regular meetings shall be held at least four times a year, and all Directors and Supervisors shall be notified of each meeting at least ten days prior to the meeting.
Article 164 (original Article 165)	An extraordinary board meeting shall be convened and presided over by the chairman within ten days, if: (III) it is jointly proposed by more than half of independent directors; (VI) it is proposed by the president;	An extraordinary board meeting shall be convened and presided over by the chairman within ten days, if: (III) it is jointly proposed by two ^{two} or more than half of independent directors; (VI) it is proposed by the president;	1. Article 49 of the Corporate Governance Guidelines for Banking and Insurance Institutions A banking or insurance institution shall convene a temporary meeting of the board of directors under any of the following circumstances: (III) it is proposed by two or more independent directors; 2. The system reference of the Article is Article 5 of the Model Rules of Procedures of Shanghai Stock Exchange for the Board of Directors of Listed Companies (上交所上市公司董事會議事示範規則) “The board of directors shall convene an extraordinary meeting under any of the following circumstances: (V) it is proposed by more than one-half of the independent directors;

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			(VI) it is proposed by the manager;” According to the “Notice on the Issuance of the “Shanghai Stock Exchange Listed Company No.1 Self-Discipline Guideline – Standard Operation (關於發佈〈上海證券交易所上市公司自律監管指引第1號——規範運作〉的通知)”, the Model Rules of Procedures of Shanghai Stock Exchange for the Board of Directors of Listed Companies(上交所上市公司董事會議事示範規則) has been repealed on 7 January 2022 and therefore adjusted accordingly.
<p style="text-align: center;">Article 166 (original Article 167)</p>	<p>.....</p> <p>The voting of a board resolution at a board meeting shall be held by show of hands, poll, or other methods permitted by laws, regulations, department rules and regulatory documents. Each attending director has one vote in the voting of board resolutions. In the case of equal votes, the chairman shall have an additional vote.</p>	<p>.....</p> <p>The voting of a board resolution at a board meeting shall be held by show of hands, poll, or other methods permitted by laws, regulations, department rules and regulatory documents. Each attending director has one vote in the voting of board resolutions. In the case of equal votes, the chairman shall have an additional vote.</p>	<p>1. Article 111 of the Company Law</p> <p>.....</p> <p>Each attending director has one vote in the voting of board resolutions.</p> <p>2. Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>Each attending director has one vote in the voting of board resolutions. Resolutions passed at the board meeting must be approved by more than half of the directors.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 167 (original Article 168)</p>	<p>.....</p> <p>An ordinary resolution shall be passed by more than half of all the directors. An ordinary resolution approving related party transactions shall be passed by more than half of disinterested directors.</p> <p>A special resolution shall be passed by more than two-thirds of all the directors. The following matters shall be passed through a special resolution:</p> <p>.....</p> <p>(II) investment plans such as material equity investments;</p> <p>(III) material asset acquisitions (disposals or writing off);</p> <p>(IV) appointment or removal of senior management personnel;</p> <p>(V) annual risk tolerance;</p> <p>(VI) donations;</p> <p>(VII) plans in relation to the replenishment of the Bank's registered capital and the issue of securities;</p> <p>(VIII) plans in relation to the Bank's merger, division or liquidation;</p> <p>(IX) amendments to the Bank's articles of association;</p> <p>(X) annual operational plans and financial budgets;</p>	<p>.....</p> <p>An ordinary resolution shall be passed by more than half of all the directors. An ordinary resolution approving related party transactions shall be passed by more than half of disinterested directors.</p> <p>A special resolution shall be passed by more than two-thirds of all the directors. <u>In particular, material related party transactions shall be approved by more than two-thirds of non-related directors.</u> The following matters shall be passed through a special resolution:</p> <p>.....</p> <p><u>(II) remuneration plan;</u></p> <p>(III) investment plans such as material equity investments;</p> <p>(IV) material asset acquisitions (disposals or writing off);</p> <p>(V) appointment or removal of senior management personnel;</p> <p>(VI) annual risk tolerance;</p> <p>(VII) donations;</p> <p>(VIII) plans in relation to the replenishment of the Bank's registered capital and the issue of securities;</p> <p>(IX) plans in relation to the Bank's merger, division or liquidation;</p>	<p>1. Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>The profit distribution plan, remuneration plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital replenishment plan and other significant events shall be approved by more than two-thirds of directors and shall not be voted through circulation of written proposal.</p> <p>2. Article 45 of the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions</p> <p>.....</p> <p>Material related party transactions shall be submitted to the board of directors for approval after being reviewed by the related party transactions control committee. Resolutions made at the board meeting shall be passed by more than 2/3 of non-related directors.</p> <p>.....</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>(XI) matters related to substantial changes in shareholding;</p> <p>(XII) matters related to financial restructuring;</p> <p>(XIII) proposal on material acquisition and repurchase of the Bank's ordinary shares;</p> <p>(XIV) determining matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;</p> <p>(XV) other matters that in the opinion of more than half of all the directors are material to the Bank and that are required to be passed through voting by more than two-thirds of all the directors.</p>	<p>(IX)(X) amendments to the Bank's articles of association;</p> <p>(X)(XI) annual operational plans and financial budgets;</p> <p>(XI)(XII) matters related to substantial changes in shareholding; (XII)(XIII) matters related to financial restructuring;</p> <p>(XIII)(XIV) proposal on material acquisition and repurchase of the Bank's ordinary shares;</p> <p>(XIV)(XV) determining matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;</p> <p>(XV)(XVI) other matters that in the opinion of more than half of all the directors are material to the Bank and that are required to be passed through voting by more than two-thirds of all the directors.</p>	
Article 168 (original Article 169)	<p>The following matters shall not be considered by the Board of Directors at a meeting convened through circulation of written proposal:</p> <p>.....</p> <p>(II) material investment plans;</p> <p>(III) material asset disposal plans;</p>	<p>The following matters shall not be considered by the Board of Directors at a meeting convened through circulation of written proposal:</p> <p>.....</p> <p>(II) remuneration plan;</p> <p>(II)(III) material investment plans;</p>	<p>Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>The profit distribution plan, remuneration plan, major investment, the major asset disposal plans, recruiting or dismissing senior</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	(IV) appointment or removal of senior management personnel;	(III)(IV) material asset disposal plans;	management, the capital replenishment plan and other significant events shall be approved by more than two-thirds of directors and shall not be voted through circulation of written proposal.
	(V) risk-based capital allocation plans;	(IV)(V) appointment or removal of senior management personnel;	
	(VI) financial budgets, financial statements and plans for loss make-up;	(V)(VI) risk-based capital allocation plans;	
	(VII) plans in relation to the capital replenishment and the issue of securities;	(VI)(VII) financial budgets, financial statements and plans for loss make-up;	
	(VIII) plans in relation to material acquisition or repurchase of the Bank's ordinary shares or the Bank's merger, subdivision or liquidation;	(VII)(VIII) plans in relation to the capital replenishment and the issue of securities;	
	(IX) matters related to substantial changes in shareholding;	(VIII)(IX) plans in relation to material acquisition or repurchase of the Bank's ordinary shares or the Bank's merger, subdivision or liquidation;	
	(X) matters related to financial restructuring;	(IX)(X) matters related to substantial changes in shareholding;	
	(XI) determining matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;	(X)(XI) matters related to financial restructuring;	
	(XII) other material matters that in the opinion of the Board of Directors are inappropriate to be voted at a meeting convened through circulation of written proposal.	(XI)(XII) determining matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;	
		(XII)(XIII) other material matters that in the opinion of the Board of Directors are inappropriate to	

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		be voted at a meeting convened through circulation of written proposal.	
<p>Article 169 (original Article 170)</p>	<p>A board meeting may be held through on-the-spot meeting, communication methods such as telephone and video conference, or circulation of written proposal. Regular board meetings shall be held through on-the-spot meeting, which shall be presided over by the chairman of the meeting. Extraordinary board meetings shall be held through on-the-spot meeting, if possible, and may be held through other methods, at which resolutions may be passed, subject to the full and adequate expression of opinions by the directors.</p>	<p>A board meeting may be held through on-the-spot meeting, communication methods such as telephone and video conference, or circulation of written proposal. Regular board meetings shall be held through on-the-spot meeting, which shall be presided over by the chairman of the meeting. Extraordinary board meetings shall be held through on-the-spot meeting, if possible, and may be held through other methods, at which resolutions may be passed, subject to the full and adequate expression of opinions by the directors.</p> <p><u>On-the-spot meeting refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants.</u></p> <p><u>Circulation of written proposal refers to the meeting method in which resolution is made by separately serving it for consideration or circulating it for consideration.</u></p>	<p>Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 50 Resolutions of the board of directors may be made through on-the-spot meeting and circulation of written proposal.</p> <p>Article 114 The term “on-the-spot meeting” in the Guidelines refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants.</p> <p>The term “circulation of written proposal” in the Guidelines refers to the meeting method in which resolution is made by separately serving it for consideration or circulating it for consideration.</p>
<p>Article 171 (original Article 172)</p>	<p>Directors shall attend the board meeting in person. If a director is unable to attend the meeting, he may appoint another director of the same class in writing to attend on his behalf.</p> <p>.....</p>	<p>Directors shall attend the board meeting in person. If a director is unable to attend the meeting, he may appoint another director of the same class in writing to attend on his behalf.</p> <p>.....</p>	<p>Article 32 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Directors shall attend at least more than two-thirds of physical board meetings in person each year. If a director is unable to attend the meeting, he may appoint another director in writing to attend on his behalf.</p>
<p>Article 172 (original Article 173)</p>	<p>The directors shall sign and take responsibility for the resolutions of the Board of Directors. Where a resolution of the Board of Directors</p>	<p>The directors shall sign and take responsibility for the resolutions of the Board of Directors. Where a resolution of the Board of Directors</p>	<p>Article 23 of the Code of Corporate Governance for Listed Companies (Revised in 2018) The directors shall take responsibility for the resolutions</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
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Articles	Before amendment	After amendment	Basis
	<p>is in violation of laws, administrative regulations or the Articles, thereby causing serious losses to the Bank, the directors who took part in the resolution shall be liable to the Bank for damages. However, where a director can prove that he had expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, such director may be relieved from such liability.</p>	<p>is in violation of laws, administrative regulations, <u>resolutions of the shareholders' general meeting</u> or the Articles, thereby causing serious losses to the Bank, the directors who took part in the resolution shall be liable to the Bank for damages. However, where a director can prove that he had expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, such director may be relieved from such liability.</p>	<p>of the board of directors. Where a resolution of the board of directors is in violation of laws, administrative regulations, resolutions of the shareholders' general meeting or the articles of association, thereby causing serious losses to the listed company, the directors who took part in the resolution shall be liable to the company for damages. However, where a director can prove that he had expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, such director may be relieved from such liability.</p>
<p>Article 173 (original Article 174)</p>	<p>The Board of Directors shall keep minutes of its meetings. The directors attending a meeting shall have the right to request that their opinions expressed at the meeting be kept in the minutes. The directors attending the meeting and the person taking minutes shall sign the minutes of the meeting.</p> <p>The minutes of the board meeting shall be kept as record permanently by the office of the Board of Directors.</p>	<p><u>The Bank shall record the on-site meetings of the Board of Directors by means of audio and video recording.</u> The Board of Directors shall keep minutes of its <u>on-site</u> meetings. The directors attending a meeting shall have the right to request that their opinions expressed at the meeting be kept in the minutes. The directors attending the meeting, <u>secretary of the Board of Directors</u> and the person taking minutes shall sign the minutes of the meeting. <u>If a director has different opinions on the minutes, he may sign them with a note to that effect. The Bank shall report the minutes, resolutions of the Board meetings to the CBIRC in a timely manner.</u></p> <p>The minutes of the board meeting shall be kept as record permanently by the office of the Board of Directors.</p>	<p>1. Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 7 Bank and insurance institution shall timely submit the minutes, resolutions and other documents of the general meeting of shareholders, the meeting of the board of directors and the meeting of the board of supervisors to the regulatory authorities.</p> <p>Article 51 The board of directors shall make minutes of the decisions on the matters discussed at the on-site meeting, and the directors attending the meeting shall sign on the minutes. If a director has different opinions on the minutes, he may sign them with a note to that effect. The meeting minutes shall be kept for a permanent period. Bank and insurance institution shall record the on-site meetings of the board of directors by means of audio and video recording.</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>2. Article 32 of the Code of Corporate Governance for Listed Companies (Revised in 2018)</p> <p>The minutes of the board meetings shall be true, accurate and complete. The directors attending the meeting, secretary of the board of directors and the person taking minutes shall sign the minutes of the meeting. Minutes of board meetings shall be kept properly.</p>
Article 177 (original Article 178)	The Board of Directors shall formulate the rules of procedure of the Board of Directors, including the meeting notice, way of convening the meeting, documents preparation, way of voting, proposal submission mechanism, meeting minutes and endorsement, and authorization rules of the Board of Directors, in order to improve work efficiency and ensure reasonable decision-making, and such rules shall be submitted to the shareholders' general meeting for discussion and approval.	The Board of Directors shall formulate the rules of procedure of the Board of Directors, including the meeting notice, way of convening the meeting, documents preparation, way of voting, proposal submission mechanism, meeting minutes and endorsement, and authorization rules of the Board of Directors, in order to improve work efficiency and ensure reasonable decision-making, and such rules shall be submitted to the shareholders' general meeting for discussion and approval. <u>The rules of procedure of the Board of Directors are appendix to the Articles.</u>	<p>Article 29 of the Code of Corporate Governance for Listed Companies (Revised in 2018)</p> <p>Listed companies shall formulate the rules of procedure of the board of directors, and such rules shall be submitted to the shareholders' general meeting for approval and be included in the articles of association or as appendix to the articles of association.</p>
Article 183 (original Article 184)	<p>.....</p> <p>All special committees shall be comprised of directors, and each committee shall have at least three members. The majority of the Audit Committee, Nomination Committee, and the Remuneration Committee shall be independent directors, while independent directors shall account for an appropriate proportion in the Related Party Transaction Control Committee, and none of its member shall be a director nominated by the Controlling Shareholder. Members of each special committee shall be directors with expertise and working</p>	<p>.....</p> <p>All special committees shall be comprised of directors, and each committee shall have at least three members. The majority of the Audit Committee, Nomination Committee, and the Remuneration Committee shall be independent directors, while, <u>in principle, the proportion of independent directors in the Risk Management Committee and the Related Party Transaction Control Committee shall not be lower than one-third</u>account for an appropriate proportion, and none of its member shall be a director nominated by the</p>	<p>1. Article 56 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>In principle, the proportion of independent directors in the audit committee, nomination committee, remuneration committee, risk management committee and the related party transaction control committee shall not be lower than one-third. The audit committee, nomination committee, remuneration committee and related party</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>experience commensurate with the duties of relevant special committees. Members of the Audit Committee shall have expertise and working experience in relation to finance, audit or accounting.</p> <p>Each special committee shall have one chairman and, based on the need, may have one vice chairman. In principle, the chairman of each special committee shall not be the chairman of other special committees. The Audit Committee, Remuneration Committee and Related Party Transaction Control Committee shall be chaired by an independent director, and the Nomination Committee shall, in principle, be chaired by an independent director. The chairman of the Risk Management Committee shall have experience in the assessment and management of various risks.</p>	<p>Controlling Shareholder. Members of each special committee shall be directors with expertise and working experience commensurate with the duties of relevant special committees. Members of the Audit Committee shall have expertise and working experience in relation to finance, audit, or accounting <u>or law</u>.</p> <p>Each special committee shall have one chairman and, based on the need, may have one vice chairman. In principle, the chairman of each special committee shall not be the chairman of other special committees. The Audit Committee, <u>Nomination Committee</u>, Remuneration Committee and Related Party Transaction Control Committee shall be chaired by an independent director, and the Nomination Committee shall, in principle, be chaired by an independent director. The chairman of the Risk Management Committee shall have experience in the assessment and management of various risks.</p>	<p>transaction control committee shall be chaired or headed by an independent director.</p> <p>Members of the audit committee shall have expertise and working experience in relation to finance, audit, or accounting or law.</p> <p>2. Article 107 of the Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>.....</p> <p>The board of directors of the company has established the audit committee, and may relevant special committees such as the strategy committee, nomination committee and remuneration and appraisal committee. The special committees shall be responsible to the board, and perform their duties according to the Articles and the authorization granted by the board. The proposals shall be submitted to the board for consideration and approval. All members of the special committees are composed of directors, among which the number of independent directors shall be the majority of the audit committee, nomination committee and remuneration and appraisal committee, and they shall act as the chairman of the committees. The chairman of the audit committee shall be an accounting professional. The board is responsible for formulating the working procedures of the special committees and regulating their operations.</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>3. The requirement that “none of its member shall be a director nominated by the Controlling Shareholder” comes from the Guidance on the Corporate Governance of Joint-Stock Commercial Banks issued by the People’s Bank of China, which has been abolished, and the relevant expression is therefore deleted.</p>
<p>Article 194 (original Article 195)</p>	<p>The Bank shall appoint one president, certain number of executive vice president and assistants to president. Executive vice presidents and assistants to president shall assist the president. The Bank’s president, executive vice presidents, person in charge of finance and assistants to president shall be appointed or removed by the Board of Directors. The qualifications of the Bank’s president, executive vice presidents, person in charge of finance and assistants to president shall pass the assessment of the CBIRC.</p> <p>.....</p>	<p>The Bank shall appoint one president, certain number of executive vice president and assistants to president. Executive vice presidents and assistants to president shall assist the president. The Bank’s president, executive vice presidents, person in charge of finance, and assistants to president, <u>Chief Audit Officer or person in charge of audit</u> shall be appointed or removed by the Board of Directors. The qualifications of the Bank’s president, executive vice presidents, person in charge of finance, and assistants to president, <u>Chief Audit Officer or person in charge of audit</u> shall pass the assessment of the CBIRC.</p> <p>.....</p>	<p>1. Article 109 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Bank and insurance institution shall have a chief audit officer or a person in charge of audit in accordance with the relevant regulatory requirements. The chief audit officer or person in charge of audit shall be responsible to the board, appointed and dismissed by the board, and shall conduct work report regularly to the board and its audit committee.</p> <p>2. Article 78 of the Measures of China Banking and Insurance Regulatory Commission for the Implementation of Administrative Licensing Items for Chinese Commercial Banks</p> <p>.....</p> <p>President, vice president, assistant to presidents, risk director, compliance director, chief auditor, chief accountant, chief information officer and senior management of the same rank in the Chinese commercial bank,</p>

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Articles	Before amendment	After amendment	Basis
			<p>senior management personnel such as presidents, vice presidents and assistants to presidents of branches, general managers, deputy general managers and general manager assistants of branch-level special institutions shall be subject to qualification approval.</p> <p>.....</p>
<p>Article 203 (original Article 204)</p>	<p>The operation and management activities of the senior management personnel within their terms of reference shall not be interfered. The senior management personnel has the right to request the Board of Supervisors to raise an objection to any action of the Board of Directors which is in violation of the rules and interferes with the operation and management activities and report to the CBIRC.</p> <p>.....</p>	<p>The operation and management activities of the senior management personnel within their terms of reference shall not be interfered <u>by the shareholders and the Board of Directors improperly</u>. The senior management personnel has the right to request the Board of Supervisors to raise an objection to any action of the Board of Directors which is in violation of the rules and interferes with the operation and management activities and report to the CBIRC.</p> <p>.....</p>	<p>Article 73 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The operation and management activities of the senior management personnel within their terms of reference according to laws shall not be interfered by the shareholders and the board of directors improperly.</p>
<p>Article 204 (original Article 205)</p>	<p>The senior management personnel shall bear the responsibilities for compensation in case of violating the stipulations of laws, regulations, rules, regulatory documents, or the Articles in the course of performing the functions of office of the Bank, which has caused losses to the Bank.</p>	<p>The senior management personnel <u>shall faithfully perform duties to safeguard the best interests of the Bank and all shareholders</u>. The senior management personnel shall bear the <u>legal</u> responsibilities for compensation in case of <u>failing to faithfully perform duties, violating the duty of good faith or</u> violating the stipulations of laws, regulations, rules, regulatory documents, or the Articles in the course of performing the functions of office of the Bank, which has caused losses to <u>the interests of the Bank and the public shareholders</u>.</p>	<p>Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>Article 134 The senior management personnel shall bear the responsibilities for compensation in case of violating the stipulations of laws, regulations, rules, regulatory documents or the Articles in the course of performing the functions of office of the company, which has caused losses to the company.</p> <p>Article 135 The senior management personnel of the company shall faithfully perform duties to safeguard the best interests of the company and all shareholders. The senior management personnel of the company shall bear the legal</p>

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Articles	Before amendment	After amendment	Basis
			responsibilities for compensation in case of failing to faithfully perform duties or violating the duty of good faith, which has caused losses to the interests of the company and the public shareholders.
<p>Article 205 (original Article 206)</p>	<p>The members of the Board of Supervisors of the Bank shall be taken up by the shareholder representatives, the external supervisors and the staff representatives. Not less than one-third of the supervisors shall be taken up by the staff representatives and by the external supervisors of the Bank.</p>	<p>The members of the Board of Supervisors of the Bank are natural persons, and consist of shall be taken up by the shareholder representatives supervisors, the external supervisors and the staff representatives supervisors. Not less than one-third of the supervisors shall be taken up by the staff representatives supervisors and by the external supervisors of the Bank.</p>	<p>Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 58 The supervisors of bank and insurance institution are natural persons who are democratically elected and dismissed by the general meeting of shareholders or employees.</p> <p>Article 66 The board of supervisors of bank and insurance institution consist of the shareholder supervisors, the external supervisors and the staff supervisors.</p>
<p>Add one paragraph in Article 207 (original Article 208)</p>	<p>Shareholder representatives shall be nominated and elected as supervisors in accordance with the nomination method and election procedure of directors.</p>	<p>The general procedures for nominating and electing a shareholder supervisor are as follow: Shareholder representatives shall be nominated and elected as supervisors in accordance with the nomination method and election procedure of directors.</p> <p>(I) Shareholder supervisors may 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 according to the number of supervisors to be elected to the extent of the number specified by the Articles, and shall be elected at the shareholders' general meeting;</p>	<p>1. Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 60 A bank and insurance institution shall specify the nomination and election system of supervisors in its articles of association, and specify the qualifications of the nominating subject, the nomination and review procedures, the election methods and other contents.</p> <p>Article 66 The board of supervisors of bank and insurance institution consist of the shareholder supervisors, the external supervisors and the staff supervisors.</p> <p>2. Article 6 of the Guidelines for the Board of Supervisors of Commercial Bank</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p>(II) <u>The Nomination Committee of the Board of Supervisors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for shareholder supervisors, and propose the qualified candidates to the Board of Supervisors for consideration. The Board of Supervisors shall propose the candidates for shareholder supervisors to the shareholders' general meeting by way of written proposal after they are considered and approved by the Board of Supervisors;</u></p> <p>(III) <u>The candidates for shareholder supervisors shall, before the convening of the shareholders' general meeting, make written undertakings, expressing their consent to their nomination, confirming the truthfulness and completeness of the publicly disclosed information and undertaking that they will duly perform their duties upon being elected;</u></p> <p>(IV) <u>The Board of Supervisors shall, before the convening of the shareholders' general meeting, disclose the detailed information on the candidates for shareholder supervisors to the</u></p>	<p>Shareholder supervisors shall be nominated by the board of supervisors or shareholder(s) individually or jointly holding more than 3% of the voting shares of the commercial bank. External supervisors shall be nominated by the board of supervisors or shareholder(s) individually or jointly holding more than 1% of the voting shares of the commercial bank. Staff supervisors shall be nominated by the board of supervisors and the labor union of the commercial bank.</p> <p>3. Article 57 of the Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>In addition to adopting the accumulative voting system to elect directors and supervisors, each of the candidates for directors or supervisors shall be proposed in a separate proposal.</p>

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Articles	Before amendment	After amendment	Basis
		<p><u>shareholders of the Bank in accordance with law and regulations and the Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes;</u></p> <p>(V) <u>Each candidate for shareholder supervisor shall be voted for on a separate basis at the shareholders' general meeting;</u></p> <p>(VI) <u>When an additional shareholder supervisor is temporarily nominated, the Board of Supervisors or the shareholders satisfying the conditions for making such nomination shall propose a candidate to the Board of Supervisors for consideration. The shareholders' general meeting elects or replaces the director.</u></p>	
<p>Article 208 (original Article 209)</p>	<p>Staff representatives in the Board of Supervisors shall be nominated by the Board of Supervisors or the labor union of the Bank, and elected, removed and replaced by the Bank's staff at the staff representatives' general meeting, the staff's general meeting or through other means of democratic election.</p>	<p>Staff representatives supervisors in the Board of Supervisors shall be nominated by the Board of Supervisors or the labor union of the Bank, and elected, removed and replaced by the Bank's staff at the staff representatives' general meeting, the staff's general meeting or through other means of democratic election.</p>	<p>1. Article 66 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The board of supervisors of bank and insurance institution consist of the shareholder supervisors, the external supervisors and the staff supervisors.</p> <p>2. Article 6 of the Guidelines for the Board of Supervisors of Commercial Bank</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			Shareholder supervisors shall be nominated by the board of supervisors or shareholder(s) individually or jointly holding more than 3% of the voting shares of the commercial bank. External supervisors shall be nominated by the board of supervisors or shareholder(s) individually or jointly holding more than 1% of the voting shares of the commercial bank. Staff supervisors shall be nominated by the board of supervisors and the labor union of the commercial bank.
<p style="text-align: center;">Article 209 (original Article 210)</p>	<p style="text-align: center;">.....</p> <p>In the event that the re-election of a supervisor fails to take place on a timely basis upon expiry of the term of office or a supervisor resigns during his term of office which results in the number of members of the Supervisory Committee falling below the quorum, the original supervisor shall continue to perform his duty as a supervisor in accordance with laws, regulations, rules, regulatory documents and the Articles before a new supervisor is elected and assumes office.</p>	<p style="text-align: center;">.....</p> <p>In the event that the re-election of a supervisor fails to take place on a timely basis upon expiry of the term of office or a supervisor resigns during his term of office which results in the number of members of the Supervisory Committee falling below the quorum, <u>or the resignation of external supervisors results in the number of external supervisors being less than one-third of members of the Board of Supervisors, or the resignation of staff supervisors results in the number of staff supervisors being less than one-third of members of the Board of Supervisors</u>, the original supervisor shall continue to perform his duty as a supervisor in accordance with laws, regulations, rules, regulatory documents and the Articles before a new supervisor is elected and assumes office.</p>	<p>1. Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 67 The board of supervisors of bank and insurance institution shall have at least three members, of whom the proportion of staff supervisors shall not be less than one-third and the proportion of external supervisors shall not be less than one-third.</p> <p>2. Article 3.2.7 of the Shanghai Stock Exchange Listed Company No.1 Self-Discipline Guideline – Standard Operation</p> <p>(I) The resignation of directors and supervisors results in the number of members of the board of directors and the board of supervisors falling below the quorum;</p> <p>(II) The resignation of staff supervisors results in the number of staff supervisors being less than one-third of members of the board of supervisors;</p>

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Articles	Before amendment	After amendment	Basis
			(III) The resignation of independent directors results in the number of independent directors being less than one-third of members of the board of directors, or there are no accounting professionals among independent directors.
<p>Article 210 (original Article 211)</p>	<p>Supervisors shall actively participate in supervision and inspection activities organized by the Board of Supervisors, conduct independent inspection and collect evidence in accordance with laws, and raise questions and give supervision advice practically.</p> <p>Supervisors shall participate in supervision work for not less than fifteen working days annually for the Bank. Supervisors shall attend at least two-thirds of the Board of Supervisors' meetings in person each year.</p> <p>.....</p>	<p>Supervisors shall actively participate in supervision and inspection activities organized by the Board of Supervisors, conduct independent inspection and collect evidence in accordance with laws, and raise questions and give supervision advice practically.</p> <p><u>Supervisors of the Bank shall perform the following duties or obligations:</u></p> <p><u>(I) attend meetings of the Board without voting right and raise questions or make suggestions on matters resolved by the Board;</u></p> <p><u>(II) attend the meetings of the Board of Supervisors on time, to fully examine the matters resolved by the Board of Supervisors, to express their opinions independently, professionally and objectively, and to vote independently on the basis of prudent judgement;</u></p>	<p>Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 63 Supervisors of the bank and insurance institution shall perform the following duties or obligations:</p> <p>(I) attend meetings of the board without voting right and raise questions or make suggestions on matters resolved by the board;</p> <p>(II) attend the meetings of the board of supervisors on time, to fully examine the matters resolved by the board of supervisors, to express their opinions independently, professionally and objectively, and to vote independently on the basis of prudent judgement;</p> <p>(III) assume responsibility for the resolutions of the board of supervisors;</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p><u>(III) assume responsibility for the resolutions of the Board of Supervisors;</u></p> <p><u>(IV) actively participate in training organized by the Bank and the regulatory authorities, etc., understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and continuously possess the necessary professional knowledge and ability to perform their duties;</u></p> <p><u>(V) to be faithful and diligent in their duties to the Bank, to perform their duties with due diligence and prudence, and to ensure that they have sufficient time and energy to perform their duties;</u></p> <p><u>(VI) actively participate in the supervisory and inspection activities organised by the Board of Supervisors, and have the right to conduct independent investigations and obtain evidence in accordance with the law, and raise issues and supervisory opinions in a factual manner;</u></p> <p><u>(VII) comply with laws and regulations, regulatory provisions and the Articles.</u></p> <p>Supervisors shall participate in supervision work for not less than fifteen working days annually for the</p>	<p>(IV) actively participate in training organized by the company and the regulatory authorities, etc., understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and continuously possess the necessary professional knowledge and ability to perform their duties;</p> <p>(V) to be faithful and diligent in their duties to the company, to perform their duties with due diligence and prudence, and to ensure that they have sufficient time and energy to perform their duties;</p> <p>(VI) actively participate in the supervisory and inspection activities organised by the board of supervisors, and have the right to conduct independent investigations and obtain evidence in accordance with the law, and raise issues and supervisory opinions in a factual manner;</p> <p>(VII) comply with laws and regulations, regulatory provisions and the Articles.</p> <p>Article 64 Supervisors shall attend at least more than two-thirds of the board of supervisors' on-site meetings in person each year. The supervisor unable to attend can entrust another supervisor to attend the meeting in a written form.</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		Bank. Supervisors shall attend at least two-thirds of the Board of Supervisors' <u>on-site</u> meetings in person each year. 	
Article 213 (original Article 214)	Supervisors shall warrant that the information disclosed by the Bank is true, accurate and complete.	Supervisors shall warrant that the information disclosed by the Bank is true, accurate and complete, <u>and sign written confirmation opinions on the regular reports of the Bank.</u>	Article 140 of the Guidelines on Articles of Association of Listed Companies (2022 Revision) Supervisors shall warrant that the information disclosed by the company is true, accurate and complete, and sign written confirmation opinions on the regular reports.
Article 217 (original Article 218)	<p>The external supervisors of the Bank refer to the supervisors having not assumed any functions of office of the Bank other than that of supervisors and without any relationship with the Bank and the major shareholders, which may affect their independent and objective judgment.</p> <p>The Board of Supervisors of the Bank shall include at least two external supervisors.</p> <p>The qualifications for acting as the external supervisors shall be examined and verified by CBIRC.</p> <p>The qualifications and restrictions for acting as the external supervisors of the Bank are the same as those of the independent directors.</p>	<p>The external supervisors of the Bank refer to the supervisors having not assumed any functions of office of the Bank other than that of supervisors and without any relationship with the Bank and the major shareholders, <u>de facto controllers of the Bank</u>, which may affect their independent and objective judgment.</p> <p>The Board of Supervisors of the Bank shall include at least two external supervisors.</p> <p>The qualifications for acting as the external supervisors shall be examined and verified by CBIRC.</p> <p>The qualifications and restrictions for acting as the external supervisors of the Bank are the same as those of the independent directors.</p>	<p>1. Article 66 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The external supervisors refer to the supervisors having not assumed any functions of office of the bank and insurance institution other than that of supervisors and without any relationship with the bank and insurance institution and the shareholders, de facto controllers of the bank and insurance institution, which may affect their independent and objective judgment.</p> <p>2. It is repeated with the relevant provisions of Article 206 of the revised Articles.</p> <p>3. Article 4 of the Measures of China Banking and Insurance Regulatory Commission for the Implementation of Administrative Licensing Items for Chinese Commercial Banks issued by the CBIRC</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			The following matters of Chinese commercial banks shall be subject to the administrative permission of the CBIRC or its local offices: organization establishment, organization change, organization termination, adjustment of business scope and increase of business varieties, qualification of directors and senior managers, and other administrative licensing items stipulated by laws, administrative regulations and decided by the State Council.
<p>Article 218 (original Article 219)</p>	<p>External supervisors shall be nominated and elected in accordance with the nomination method and election procedure of independent directors.</p>	<p>External supervisors shall be nominated and elected in accordance with the nomination method and election procedure of independent directors. <u>Nomination method and election procedure of external supervisors are:</u></p> <p><u>(I) External supervisor candidates may be nominated by the Board of Supervisors or shareholder(s) individually or jointly holding more than 1% of the Bank's voting shares, and shall be elected at the shareholders' general meeting;</u></p> <p><u>(II) In principle, the same shareholder can only propose a candidate for the external supervisor, and shall not nominate both the external supervisor and the independent director. The same shareholder, whose nominated candidate has assumed functions of office of the external supervisor and during the period of</u></p>	<p>1. Article 61 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Non-staff supervisors shall be nominated by shareholders or the board of supervisors, while staff supervisors shall be nominated by the board of supervisors and the labor union of the bank and insurance institution.</p> <p>2. Article 6 of the Guidelines for the Board of Supervisors of Commercial Bank</p> <p>Shareholder supervisors shall be nominated by the board of supervisors or shareholder(s) individually or jointly holding more than 3% of the voting shares of the commercial bank. External supervisors shall be nominated by the board of supervisors or shareholder(s) individually or jointly holding more than 1% of the voting shares of the commercial bank. Staff supervisors shall be nominated by the board of supervisors and the labor union of the commercial bank.</p>

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OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p><u>his/her term of office, shall not nominate another candidate for the external supervisor;</u></p> <p>(III) <u>The Nomination Committee of the Board of Supervisors shall conduct preliminary verification on the qualification and conditions of appointment of the candidates for external supervisors, and propose the qualified candidates to the Board of Supervisors for consideration. The Board of Supervisors shall propose the candidates for external supervisors to the shareholders' general meeting by way of written proposal after they are considered and approved by the Board of Supervisors;</u></p> <p>(IV) <u>The candidates for external supervisors shall, before the convening of the shareholders' general meeting, make written undertakings, expressing their consent to their nomination, confirming the truthfulness and completeness of the publicly disclosed information and undertaking that they will duly perform their duties upon being elected;</u></p>	<p>The number of supervisors nominated by the same shareholders and their related parties, in principle, shall not exceed one third of the total number of members of the Board of Supervisors.</p> <p>In principle, the same shareholder can only propose a candidate for the external supervisor, and shall not nominate both the external supervisor candidate and the independent director candidate. If an exemption is needed due to special shareholding structure, the shareholder or their related person(s) shall apply to the relevant regulatory authority and provide an explanation.</p> <p>3. Article 57 of the Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>In addition to adopting the accumulative voting system to elect directors and supervisors, each of the candidates for directors or supervisors shall be proposed in a separate proposal.</p>

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Articles	Before amendment	After amendment	Basis
		(V) <u>Each candidate for external supervisor shall be voted for on a separate basis at the shareholders' general meeting.</u>	
Article 221 (original Article 222)	More than half of the external supervisors may propose to the Board of Directors to convene an extraordinary general meeting. In the event that the Bank has two external supervisors only, all external supervisors shall agree unanimously to propose to convene an extraordinary general meeting.	More than half of the external supervisors may propose to the Board of Directors to convene an extraordinary general meeting. In the event that the Bank has two external supervisors only, all external supervisors shall agree unanimously to propose to convene an extraordinary general meeting. <u>When all the external supervisors agree unanimously, they have the right to propose in writing that the Board of Supervisors should propose to the Board of Directors the convening of the extraordinary general meetings. The Board of Supervisors shall, after receiving the proposal, make a response to agree or disagree in writing.</u>	Article 19 of the Guidelines for the Board of Supervisors of Commercial Bank When all the external supervisors agree unanimously, they have the right to propose in writing that the Board of Supervisors should propose to the Board of Directors the convening of the extraordinary general meetings. The Board of Supervisors shall, after receiving the proposal, make a response to agree or disagree in writing.

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Articles	Before amendment	After amendment	Basis
Article 223 (original Article 224)	The Bank shall pay the external supervisor the remuneration and allowances with reference to the payment standards for the independent director.	Bank shall pay the external supervisor the remuneration and allowances with reference to, <u>and</u> the payment standards <u>are proposed by the Board of Supervisors and determined by the general meeting of shareholders.</u> for the independent director.	Article 44 of the Guidelines for the Board of Supervisors of Commercial Bank Remuneration (allowance) arrangement for supervisors shall be proposed by the board of supervisors and determined by the general meeting or shareholders meeting. A supervisor shall be excluded from participating in making decisions on his/her own performance appraisal or remuneration (or allowance), except for the self-appraisal procedure during such performance appraisal.
Article 224 (original Article 225)	The external supervisor shall work annually not less than fifteen working days for the Bank. The external supervisor may appoint another external supervisor to attend the Board of Supervisors' meeting but shall attend not less than two-thirds of all Board of Supervisors' meetings in person annually.	The external supervisor shall work annually not less than fifteen working days for the Bank. The external supervisor may appoint another external supervisor to attend the Board of Supervisors' meeting but shall attend not less than two-thirds of all Board of Supervisors' meetings in person annually.	The relevant expression is repeated with the relevant content in Article 210 of the Articles, and is therefore deleted.
Article 227 (original Article 228)	The Board of Supervisors shall propose to the shareholders' general meeting to remove the external supervisor having committed one of the following: (III) frequency of attending the Board of Supervisors' meetings in person less than the two-thirds of all Board of Supervisors' meetings in a year; 	Board of Supervisors shall propose to the shareholders' general meeting to remove the external supervisor having committed one of the following: (III) frequency of attending the Board of Supervisors' <u>on-site</u> meetings in person less than the two-thirds of all Board of Supervisors' meetings in a year; 	Article 64 of the Corporate Governance Guidelines for Banking and Insurance Institutions Supervisors shall attend at least more than two-thirds of the board of supervisors' on-site meetings in person each year. The supervisor unable to attend can entrust another supervisor to attend the meeting in a written form.

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Articles	Before amendment	After amendment	Basis
<p>Article 228 (original Article 229)</p>	<p>.....</p> <p>The Board of Supervisors of the Bank shall not have less than seven but shall not exceed eleven members.</p> <p>The Board of Supervisors shall have a chairman and a vice-chairman. The appointment and removal of the chairman and the vice-chairman of the Board of Supervisors shall be adopted in the voting by more than two-thirds of the members of the Board of Supervisors.</p> <p>The chairman of the Board of Supervisors shall be a professional with expertise and working experience in at least one of the areas of financial affairs, auditing, finance or law.</p>	<p>.....</p> <p>The Board of Supervisors of the Bank shall not have less than seven but shall not exceed eleven members. <u>Among them, there are no less than three external supervisors, no less than three staff supervisors and no more than three shareholder supervisors.</u></p> <p>The Board of Supervisors shall have a chairman and <u>may have a</u> vice-chairman. The appointment and removal of the chairman and the vice-chairman of the Board of Supervisors shall be adopted in the voting by more than two-thirds of the members of the Board of Supervisors.</p> <p>The chairman of the Board of Supervisors shall be a professional with expertise and working experience in at least one of the areas of financial affairs, auditing, finance or law.</p>	<p>1. Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 67 The board of supervisors of bank and insurance institution shall have at least three members, of whom the proportion of staff supervisors shall not be less than one-third and the proportion of external supervisors shall not be less than one-third.</p> <p>A bank and insurance institution shall clearly specify the composition of the board of supervisors in its articles of association, including the number of shareholder supervisors, external supervisors and staff supervisors. The number of supervisors shall be specific and determined.</p> <p>Article 68 The board of supervisors shall have a chairman and may have a vice-chairman. The chairman and vice chairman of the board of supervisors shall be elected by more than half of all supervisors.</p> <p>2. According to the provisions of Section 1 (d) of Appendix 13D of the Hong Kong Listing Rules, in addition to the provisions of Article 104 of the Mandatory Provisions, the following provisions shall be added to the voting procedures of the board of supervisors:</p> <p>(i) appointment or dismissal of the chairman of the board of supervisors shall be approved by at least two-thirds (inclusive) of the members of the board of supervisors.</p>

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Articles	Before amendment	After amendment	Basis
			<p>(ii) resolutions of the board of supervisors shall be approved by at least two-thirds (inclusive) of the members of the board of supervisors.</p> <p>.....</p> <p>3. The original provisions of this article on the qualification of the chairman of the board of supervisors are from Article 35 of Guidance on Corporate Governance for Banking and Insurance Institutions, which has been repealed in 2021.</p>
Article 229 (original Article 230)	<p>The Board of Supervisors shall exercise the following authority:</p> <p>.....</p> <p>(XIV) to regularly evaluate the effectiveness, rationality and efficiency of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>.....</p> <p>(XVI) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management personnel;</p> <p>(XVII) to supervise the remuneration management system and policy of the Bank and the effectiveness and rationality of the remuneration plan of senior management personnel;</p>	<p>The Board of Supervisors shall exercise the following authority:</p> <p>.....</p> <p>(XIV) to regularly evaluate the effectiveness, rationality and efficiency stability of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>.....</p> <p>(XVI) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management personnel, <u>and bear the ultimate responsibility for the performance evaluation of the directors and supervisors of the Bank;</u></p> <p>(XVII) to supervise <u>the implementation of</u> the remuneration management</p>	<p>1. Article 65 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>(II) to evaluate the effectiveness, rationality and stability of the development strategy of the company and prepare evaluation reports;</p> <p>.....</p> <p>(V) to supervise the implementation of the remuneration management system of the company and the effectiveness and rationality of the remuneration plan of senior management personnel;</p> <p>.....</p> <p>2. Article 4 of the Interim Measures on the Performance Evaluation of</p>

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Articles	Before amendment	After amendment	Basis
	<p>system and policy of the Bank and the effectiveness and rationality of the remuneration plan of senior management personnel;</p> <p>.....</p>	<p>Directors and Supervisors of Banking and Insurance Institutions</p> <p>The board of supervisors of the bank and insurance institution shall be ultimately responsible for the performance evaluation of its directors and supervisors.</p> <p>.....</p>
<p>Article 232 (original Article 233)</p>	<p>The chairman of the Board of Supervisors shall exercise the following authority:</p> <p>.....</p>	<p>The chairman of the Board of Supervisors shall exercise the following authority:</p> <p>.....</p>	<p>Article 68 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The board of supervisors shall have a chairman and may have a vice-chairman. The chairman and vice chairman of the board of supervisors shall be elected by more than half of all supervisors.</p>
<p>Article 233 (original Article 234)</p>	<p>The vice-chairman of the Board of Supervisors shall assist the chairman of the Board of Supervisors on the job. In the event that the chairman of the Board of Supervisors fails to or is unable to perform his/her functions of office, the vice-chairman of the Board of Supervisors shall exercise the functions of office on his/her behalf. In the event that the vice-chairman of the Board of Supervisors fails to or is unable to perform his/her functions of office, more than half of the supervisors shall jointly elect a supervisor to perform the functions of office.</p>	<p>The vice-chairman of the Board of Supervisors shall assist the chairman of the Board of Supervisors on the job. In the event that the chairman of the Board of Supervisors fails to or is unable to perform his/her functions of office, the vice-chairman of the Board of Supervisors shall exercise the functions of office on his/her behalf. In the event that the vice-chairman of the Board of Supervisors fails to or is unable to perform his/her functions of office, more than half of the supervisors shall jointly elect a supervisor to perform the functions of office.</p>	<p>Article 68 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The board of supervisors shall have a chairman and may have a vice-chairman. The chairman and vice chairman of the board of supervisors shall be elected by more than half of all supervisors.</p>

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Articles	Before amendment	After amendment	Basis
Article 235 (original Article 236)	The Board of Supervisors shall at least convene one regular meeting quarterly. The notice of meeting shall be sent to all supervisors in writing ten days before convening the meeting.	The Board of Supervisors shall at least convene one regular meeting quarterly. <u>The Board of Supervisors shall hold at least four meetings every year and at least one meeting every six months.</u> The notice of meeting shall be sent to all supervisors in writing ten days before convening the meeting.	<p>1. Article 70 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The board of supervisors shall hold at least four meetings every year. The supervisors may propose to convene an extraordinary meeting of the board of supervisors.</p> <p>2. Article 146 of the Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>The board of supervisors shall hold at least one meeting every six months. The supervisors may propose to convene an extraordinary meeting of the board of supervisors.</p>
Article 236 (original Article 237)	In case of having one of the following situations, the chairman of the Board of Supervisors shall convene an extraordinary Board of Supervisors' meeting within ten days: (I) upon the proposal of the chairman of the Board of Supervisors; 	In case of having one of the following situations, the chairman of the Board of Supervisors shall convene an extraordinary Board of Supervisors' meeting within ten days: (I) upon the proposal of the chairman of the Board of Supervisors; 	Corporate Governance Guidelines for Banking and Insurance Institutions Article 68 The board of supervisors shall have a chairman and may have a vice-chairman. The chairman and vice chairman of the board of supervisors shall be elected by more than half of all supervisors.
Article 240 (original Article 241)	The minutes shall be taken for the Board of Supervisors' meeting. The supervisors shall be entitled to request to have some sort of descriptive record of his/her saying at the meeting. The minutes of the Board of Supervisors' meeting as the file of the Bank shall be kept permanently by the office of the Board of Supervisors.	The minutes shall be taken for the Board of Supervisors' <u>on-site</u> meeting. The supervisors shall be entitled to request to have some sort of descriptive record of his/her saying at the meeting. <u>The supervisors and recorder attending the meeting shall sign on the minutes. The Bank shall timely submit the minutes and resolutions of the Board of Supervisors to the CBIRC.</u> The minutes of the Board of Supervisors'	Corporate Governance Guidelines for Banking and Insurance Institutions Article 7 Bank and insurance institution shall timely submit the minutes, resolutions and other documents of the general meeting of shareholders, the meeting of the board of directors and the meeting of the board of supervisors to the regulatory authorities.

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Articles	Before amendment	After amendment	Basis
		meeting as the file of the Bank shall be kept permanently by the office of the Board of Supervisors.	Article 71 The board of supervisors shall make minutes of the decisions on the matters discussed at the on-site meeting, and the supervisors attending the meeting shall sign on the minutes. The meeting minutes shall be kept for a permanent period.
Article 242 (original Article 243)	The Board of Supervisors shall formulate its rules of procedure, including the meeting notice, way of convening meeting, documents preparation, way of voting, proposal submission mechanism, meeting minutes and endorsement. It shall also specify explicitly the method of discussion and the voting procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making, and such rules shall be submitted to the shareholders' general meeting for discussion and approval.	The Board of Supervisors shall formulate its rules of procedure, including the meeting notice, way of convening meeting, documents preparation, way of voting, proposal submission mechanism, meeting minutes and endorsement. It shall also specify explicitly the method of discussion and the voting procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making, and such rules shall be submitted to the shareholders' general meeting for discussion and approval. <u>The rules of procedure of the Board of Supervisors are appendix to the Articles.</u>	Article 147 of the Guidelines on Articles of Association of Listed Companies (2022 Revision) <i>Note: The rules of procedure of the board of supervisors stipulate the convening and voting procedures of the board of supervisors. The rules of procedure of the board of supervisors shall be listed in the articles of association or as an appendix to the articles of association, which shall be proposed by the board of supervisors and approved by the general meeting of shareholders.</i>
Article 247 (original Article 248) The personnel assuming the functions of office other than that of the director at the units of the controlling shareholder and the ultimate controlling owner of the Bank shall not act as the senior management personnel of the Bank. The personnel assuming the functions of office other than that of the director at the units of the controlling shareholder and the ultimate controlling owner of the Bank shall not act as the senior management personnel of the Bank. <u>The remuneration of senior management of the Bank shall only be paid by the Bank, and not be paid by controlling shareholders on behalf of the Bank.</u>	Article 126 of the Guidelines on Articles of Association of Listed Companies (2022 Revision) The personnel assuming the administrative functions of office other than the director or supervisor at the units of the controlling shareholder of the company shall not act as the senior management personnel of the company. The remuneration of senior management of the company shall only be paid by the company, and not be paid by controlling shareholders on behalf of the company.

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Articles	Before amendment	After amendment	Basis
<p>Article 254 (original Article 255)</p>	<p>The directors shall, in compliance with the laws, regulations, rules, regulatory documents and the Articles, have the following obligations of diligence to the Bank:</p> <p>.....</p> <p>(II) shall treat all shareholders on fair basis;</p> <p>(III) understand the business operation and management situation of the Bank;</p> <p>(IV) shall sign the confirmation on opinion in writing for the regular reports of the Bank and other documents requiring their signature, and warrant that the Bank shall disclose the true, accurate and complete information;</p> <p>(V) shall provide the Board of Supervisors with the relevant situation and information according to the fact, and shall not obstruct the Board of Supervisors or the supervisors from exercising their authority of office;</p> <p>(VI) other obligations of diligence stipulated by the laws, regulations, rules, regulatory documents, the securities regulatory authorities at the place of listing the shares of the Bank and the Articles.</p> <p>The obligations of diligence related to Item (IV) to (VI) of this Article shall be applicable to the president and other senior management personnel simultaneously.</p>	<p>The directors shall, in compliance with the laws, regulations, rules, regulatory documents and the Articles, have the following obligations of diligence to the Bank:</p> <p>.....</p> <p>(II) <u>be responsible for the Bank and all shareholders when performing their duties, shall and</u> treat all shareholders on fair basis;</p> <p>(III) <u>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;</u></p> <p>(IV) <u>to take responsibility for the resolutions of the Board of Directors;</u></p> <p>(V) <u>to supervise the implementation of the resolutions of the shareholders' general meeting and the Board of Directors by the senior management;</u></p> <p>(VI) <u>to take active participation in trainings organized by the Bank and regulatory agencies, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continue</u></p>	<p>Article 31 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Directors of bank and insurance institutions shall perform the following duties or obligations:</p> <p>(I) to continuously pay attention to the operation and management status of the company, 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;</p> <p>(II) 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;</p> <p>(III) to take responsibility for the resolutions of the board of directors;</p> <p>(IV) to supervise the implementation of the resolutions of the shareholders' general meeting and the board of directors by the senior management;</p>

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Articles	Before amendment	After amendment	Basis
		<p><u>to possess expertise and capabilities required to perform their duties;</u></p> <p>(VII) understand <u>and continuously pay attention to</u> the business operation and management situation of the Bank, <u>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;</u></p> <p><u>(VIII) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</u></p> <p><u>(IX) to perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties;</u></p> <p>(IV)<u>(X)</u> shall sign the confirmation on opinion in writing for the regular reports of the Bank and other documents requiring their signature, and warrant that the Bank shall disclose the true, accurate and complete information;</p>	<p>(V) to take active participation in trainings organized by the Bank and regulatory agencies, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory requirements, and continue to possess expertise and capabilities required to perform their duties;</p> <p>(VI) to be responsible to the company and all shareholders and treat all shareholders impartially when performing duties;</p> <p>(VII) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</p> <p>(VIII) to undertake fiduciary duties with diligence in the Bank, perform their duties conscientiously and prudently, and ensure sufficient time and commitment to perform their duties;</p> <p>(IX) to comply with laws and regulations, regulatory provisions and the articles of association.</p>

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Articles	Before amendment	After amendment	Basis
		<p>(X)(XI) shall provide the Board of Supervisors with the relevant situation and information according to the fact, and shall not obstruct the Board of Supervisors or the supervisors from exercising their authority of office;</p> <p>(X)(XII) other obligations of diligence stipulated by the laws, regulations, rules, regulatory documents, the securities regulatory authorities at the place of listing the shares of the Bank and the Articles.</p> <p>The obligations of diligence related to Item (XIV) to (XIV) of this Article shall be applicable to the president and other senior management personnel simultaneously.</p>	
<p>Add paragraph 3 in Article 270 (original Article 271)</p>	<p>Any agreements between the Bank and the directors or supervisors of the Bank with respect to their remunerations shall stipulate that the directors and supervisors of the Bank shall, subject to the prior approval of the shareholders' general meeting, be entitled to receive compensation or other payment as a result of his/her loss of office or retirement in the event that the Bank will be acquired by others. For the purposes of this paragraph, the acquisition of the Bank shall include any of the following:</p> <p>(I) a general offer made by any person to all the shareholders;</p> <p>(II) an offer made by any person in anticipation of becoming a controlling shareholder. The definition of "controlling</p>	<p>Any agreements between the Bank and the directors or supervisors of the Bank with respect to their remunerations shall stipulate that the directors and supervisors of the Bank shall, subject to the prior approval of the shareholders' general meeting, be entitled to receive compensation or other payment as a result of his/her loss of office or retirement in the event that the Bank will be acquired by others. For the purposes of this paragraph, the acquisition of the Bank shall include any of the following:</p> <p>(I) a general offer made by any person to all the shareholders;</p> <p>(II) an offer made by any person in anticipation of becoming a controlling shareholder. The definition of "controlling</p>	<p>1. Article 61 of the Code of Corporate Governance for Listed Companies (Revised in 2018)</p> <p>The content involving the compensation for early dismissal of directors, supervisors and senior management in the articles of association of listed company or relevant contracts shall conform to the principle of fairness, shall not damage the legitimate rights and interests of the listed company, and shall not use as benefit transfer.</p> <p>2. Comprehensive consideration of the relevant provisions regarding compensation for losing position or retirement of directors and supervisors in Articles 128 and 129 of the Mandatory Provisions for Articles of Association of</p>

**APPENDIX I COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>shareholder” has the same meaning ascribed to it as that defined in Article 60 hereof.</p> <p>.....</p>	<p>shareholder” has the same meaning ascribed to it as that defined in Article 62 hereof.</p> <p>.....</p> <p><u>The compensation for directors, supervisors and senior management of the Bank due to loss of position or retirement shall conform to the principle of fairness, shall not damage the legitimate rights and interests of the Bank, and shall not used as benefit transfer.</u></p>	<p>Companies Listing Overseas as well as Articles 269 of the revised Articles.</p>
<p>Article 338 (original Article 339)</p>	<p>The Articles are written in Chinese. In the event of discrepancies between the Articles and those versions in any other languages or other different versions, the Chinese version of the Articles recently approved by CBIRC for registration and having been recently registered and filed with the State Administration for Commerce and Industry shall prevail.</p>	<p>The Articles are written in Chinese. In the event of discrepancies between the Articles and those versions in any other languages or other different versions, the Chinese version of the Articles recently approved by CBIRC for registration and having been recently registered and filed with the State Administration for Commerce and Industry <u>Beijing Municipal Market Supervision and Administration Bureau</u> shall prevail.</p>	<p>Adjusted in accordance with the Notice of the State Council on Establishment of Institutions (Guo Fa [2018] No. 6).</p>

Note: the numbering of the relevant articles shall be adjusted based on the above amendments.

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 1</p>	<p>In order to protect the lawful interests of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the general meeting of the Bank, the Articles of Association (hereinafter referred to as the “Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, the Rules for the Shareholders’ Meeting of Listed Companies, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	<p>In order to protect the lawful interests of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), its shareholders and creditors, and to regulate the organization and activities of the general meeting of the Bank, the Articles of Association (hereinafter referred to as the “Articles”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, <u>the Code of Corporate Governance for Listed Companies, the Guidelines on Articles of Association of Listed Companies, the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, the Rules for the Shareholders’ Meeting of Listed Companies, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	<p>Add the basis of the measures.</p>

APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
Article 6	<p>The shareholders' general meeting shall be comprised of all the shareholders with voting rights of the Bank. The shareholders' general meeting is the organ of power of the Bank and shall legally exercise the following duties and powers:</p> <p>.....</p> <p>(XII) to amend the Articles of Association of the Bank;</p> <p>.....</p> <p>(XVI) to examine the share incentive plans;</p> <p>.....</p>	<p>The shareholders' general meeting shall be comprised of all the shareholders with voting rights of the Bank. The shareholders' general meeting is the organ of power of the Bank and shall legally exercise the following duties and powers:</p> <p>.....</p> <p>(XII) to amend the Articles of Association of the Bank, <u>consider and to approve the Rules of Procedures of the shareholders' general meeting, the Board of Directors and the board of supervisors of the Bank;</u></p> <p>.....</p> <p>(XVI) to examine the share incentive plans <u>and employee stock ownership scheme;</u></p> <p>.....</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 18 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The shareholders' general meeting of the bank and insurance institutions shall exercise its functions and powers within the scope specified by laws and regulations as well as the articles of association.</p> <p>In addition to the functions and powers stipulated in the Company Law, the functions and powers of the shareholders' general meeting of the bank and insurance institutions shall at least include:</p> <p>.....</p> <p>(II) considering and approving the rules of procedures of the shareholders' general meeting, the board of directors and the board of supervisors;</p> <p>(III) considering and approving the share incentive plans;</p> <p>.....</p> <p>3. Article 41 of the Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>The shareholders' general meeting is the organ of power of the company and shall legally exercise the following duties and powers:</p>

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>.....</p> <p>(XV) examining the share incentive plans and employee stock ownership scheme;</p> <p>.....</p>
<p>Article 8</p>	<p>An extraordinary general meeting shall be convened within two months from the occurrence date of any of the following events:</p> <p>.....</p> <p>(V) the Board of Supervisors proposes to convene the meeting;</p> <p>(VI) other circumstances stipulated by laws, regulations, rules, regulatory documents or the Articles of the Bank.</p> <p>.....</p>	<p>An extraordinary general meeting shall be convened within two months from the occurrence date of any of the following events:</p> <p>.....</p> <p>(V) <u>more than half of and not less than two independent directors propose to convene the meeting;</u></p> <p>(VI)(VI) the Board of Supervisors proposes to convene the meeting;</p> <p>(VII)(VII) other circumstances stipulated by laws, regulations, rules, regulatory documents or the Articles of the Bank.</p> <p>.....</p> <p><u>Where the shareholders' general meeting is not convened within the foregoing period, the Bank shall submit a written report indicating the reason therefor to the regulatory authorities and make an announcement.</u></p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 20 of the Corporate Governance Guidelines for Banking and Insurance Institutions.</p> <p>A banking or insurance institution shall convene an annual general meeting within six months after the end of each financial year. A banking or insurance institution shall convene an extraordinary general meeting in accordance with the relevant provisions of the Company Law. If more than one-half and not less than two independent directors propose to convene an extraordinary general meeting, the banking or insurance institution shall convene an extraordinary general meeting within two months.</p> <p>Where the annual general meeting or extraordinary general meeting is not convened within the period as specified in the Company law and the Guidelines, the bank and insurance institutions shall submit a written report indicating the reason to the regulatory authorities.</p> <p>3. Article 4 of the Rules Governing Shareholders' General Meetings of Listed Companies (Revised in 2022)</p>

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>Shareholders' general meetings shall be divided into annual general meeting and extraordinary general meeting. The annual general meeting shall be convened once a year and shall be held within six months following the end of the preceding accounting year. The extraordinary general meeting is held from time to time. An extraordinary general meeting is required to be held within 2 months after the occurrence of the circumstance stipulated in the Rule 100 of the Company Law.</p> <p>In case of failure to hold a shareholders' general meeting within the timeframe stated above, the company shall report to the local office of the China Securities Regulatory Commission (the "CSRC") and the stock exchange where the shares of the company are listed for trading (the "Stock Exchange"), illustrate the reasons and make an announcement.</p>
<p>Original Article 10 (deleted)</p>	<p>Half or more of the independent directors may jointly propose to the Board of Directors to convene extraordinary general meeting and the proposal shall be made in writing to the Board of Directors. For such proposal, the Board of Directors shall, in accordance with laws, regulations, rules, regulatory documents and the Articles of Association of the Bank, make a response in writing on whether or not it agrees to convene an extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, a notice of convening the extraordinary general meeting shall be issued within five days after the</p>	<p>Half or more of the independent directors may jointly propose to the Board of Directors to convene extraordinary general meeting and the proposal shall be made in writing to the Board of Directors. For such proposal, the Board of Directors shall, in accordance with laws, regulations, rules, regulatory documents and the Articles of Association of the Bank, make a response in writing on whether or not it agrees to convene an extraordinary general meeting within ten days upon receipt of such proposal.</p> <p>If the Board of Directors agrees to convene an extraordinary general meeting, a notice of convening the extraordinary general meeting shall be issued within five days after the</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Article 20 of the Corporate Governance Guidelines for Banking and Insurance Institutions. A banking or insurance institution shall convene an annual general meeting within six months after the end of each financial year. A banking or insurance institution shall convene an extraordinary general meeting in accordance with the relevant provisions of the Company Law. If more than one-half and not less than two

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>resolution of the Board of Directors is passed. If the Board of Directors refuses to convene the extraordinary general meeting, it shall give an explanation and issue an announcement in accordance with relevant regulations.</p>	<p>resolution of the Board of Directors is passed. If the Board of Directors refuses to convene the extraordinary general meeting, it shall give an explanation and issue an announcement in accordance with relevant regulations.</p>	<p>independent directors propose to convene an extraordinary general meeting, the banking or insurance institution shall convene an extraordinary general meeting within two months.</p> <p>3. The Article duplicates the relevant provisions of the revised Article 8 of the Rules.</p>
<p>Article 12 (original Article 13)</p>	<p>When the Board of Supervisors or the Convening Shareholders decide to convene an extraordinary general meeting by themselves, they shall notify the Board of Directors in writing.</p> <p>.....</p>	<p>When the Board of Supervisors or the Convening Shareholders decide to convene an extraordinary general meeting by themselves, they shall notify the Board of Directors in writing, <u>and file with the stock exchange where the shares of the Bank are listed.</u></p> <p>.....</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 50 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision). When the Board of Supervisors or shareholders decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall send a written notice to the Board of Directors, and file the same with the stock exchange for record.</p>

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 17 (original Article 18)</p>	<p>Shareholders individually or collectively holding 3% or more of the Bank's voting shares may submit an interim proposal in writing to the Board of Directors ten days prior to the date of the shareholders' general meeting. The Board of Directors shall issue a supplementary notice of the shareholders' general meeting within two days upon receipt of the proposal, and submit it to the shareholders' general meeting for consideration. The content of the interim proposal shall be within the scope of authority of the shareholders' general meeting and there shall be clear and definite topics and specific matters to be resolved.</p> <p>.....</p>	<p>Shareholders individually or collectively holding 3% or more of the Bank's voting shares may submit an interim proposal in writing to the Board of Directors ten days the convener twelve trading days prior to the date of the shareholders' general meeting. <u>If qualified shareholders make an extraordinary proposal before the convening of the shareholders' general meeting, such shareholder(s) shall hold no less than 3% of the Bank's shares from the date of the notice of the proposal to the announcement of the meeting resolution. Shareholders proposing an extraordinary proposal shall provide a written document to the convener certifying the holding of 3% or more of the listed company's shares. If shareholders make a joint proposal by proxies, the shareholder(s) shall issue a written authorization letter to the proxies. The convener</u> The Board of Directors shall issue a supplementary notice of the shareholders' general meeting within two days upon receipt of the proposal, and submit it to the shareholders' general meeting for consideration. The content of the interim proposal shall be within the scope of authority of the shareholders' general meeting and there shall be clear and definite topics and specific matters to be resolved.</p> <p>.....</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Article 14 of the Rules Governing Shareholders' General Meetings of Listed Companies. Ordinary shareholders who individually or collectively hold more than 3% of the company's shares (including preferred shareholders with restored voting rights) may submit an extraordinary proposal to the convener in writing 10 days before the shareholders' general meeting. The convener shall, within two days after receiving the proposal, issue a supplementary notice of the shareholders' general meeting stating the contents of the extraordinary proposal. 3. Article 2.1.4 of the Shanghai Stock Exchange Listed Company No. 1 Self-Discipline Guideline – Standard Operation. If qualified shareholders make an extraordinary proposal before the convening of the shareholders' general meeting, such shareholder(s) shall hold no less than 3% of shares from the date of the notice of the proposal to the announcement of the meeting resolution.

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>Shareholders proposing an extraordinary proposal shall provide a written document to the convener certifying the holding of 3% or more of the listed company's shares. If shareholders make a joint proposal by proxies, the shareholder(s) shall issue a written authorization letter to the proxies.</p> <p>If the qualification of the shareholders who submit the proposal is true and the relevant proposal meets the relevant requirements of the Company Law, the convener shall submit it to the shareholders' general meeting for consideration and issue a supplementary notice of the shareholders' general meeting within the specified period.</p>
<p>Article 20 (original Article 21)</p>	<p>When the Bank is to convene a shareholders' general meeting, it shall issue a written notice forty-five days prior to the meeting, notifying all the registered shareholders entitled to attend the shareholders' general meeting of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the shareholders' general meeting shall, before twenty days of the meeting, serve a written reply to the Bank on the meeting attendance.</p> <p>Shareholders' general meetings shall be held on-site at the designated place. The Bank shall, on the premise of ensuring the lawfulness and validity of the shareholders' general meeting, provide facilities to the shareholders attending the shareholders' general meeting by adopting various methods and channels including the provision of up-to-date information technology measures such as online voting</p>	<p>When the Bank is to convene a shareholders' general meeting, <u>the meeting shall be convened in the form of on-site meeting, and</u> it shall issue a written notice forty five days prior to the meeting, notifying all the registered shareholders entitled to attend the shareholders' general meeting of the matters to be considered at the meeting as well as the date and place of the meeting. <u>The notice of the annual general meeting shall be given twenty days prior to the meeting, and the notice of the extraordinary general meeting shall be given fifteen days prior to the meeting.</u> Shareholders that intend to attend the shareholders' general meeting shall, before twenty days of the meeting, serve a written reply to the Bank on the meeting attendance.</p> <p><u>After the notice of shareholders' general meeting is issued, the venue of the on-site meeting of shareholders' general meeting shall</u></p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Article 102 of the Company Law of the People's Republic of China (2018 Revision) <p>When the company convenes a general meeting, it shall notify each shareholder of the date and place of the meeting and the matters to be considered twenty days before the date of the meeting and fifteen days before the date of an extraordinary general meeting. Where the company issues bearer share certificates, a public notice concerning the time, venue and matters to be considered at the meeting shall be made thirty days prior to the meeting.</p> <ol style="list-style-type: none"> 3. According to the Reply of the State Council on the Adjustment of the Notice Period of the General

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>platforms. Shareholders attending a shareholders' general meeting by any aforesaid means shall be deemed as present at the meeting.</p>	<p><u>not be changed without proper reasons. If it is necessary to change, the convener shall make an announcement and give the reasons at least two trading days prior to the on-site meeting.</u></p> <p>Shareholders' general meetings shall be held on-site at the designated place. The Bank shall, on the premise of ensuring the lawfulness and validity of the shareholders' general meeting, provide facilities to the shareholders attending the shareholders' general meeting by adopting <u>safe, economical and convenient network or other</u> various methods and channels including the provision of up-to-date information technology measures such as online voting platforms. Shareholders attending a shareholders' general meeting by any aforesaid means shall be deemed as present at the meeting.</p>	<p>Meeting and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97), "the requirements on the notice period of the general meeting, shareholders' proposal right and convening procedures for joint stock companies incorporated in China and listed overseas shall be governed by the relevant provisions under the Company Law of the People's Republic of China, and the requirements of Articles 20 to 22 of the Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies shall be no longer applicable".</p> <p>4. Article 21 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The shareholders' general meeting shall be held in the form of on-site meeting.</p> <p>The bank and insurance institutions should provide facilities to the minority shareholders attending the shareholders' general meeting by adopting safe, economical and convenient network or other various means.</p>

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>5. Article 45 of the Guidelines on Articles of Association of Listed Companies (2022 Revision). The place where the company holds the shareholders' general meeting is: [specific location]. The shareholders' general meeting shall be held at a meeting place in the form of on-site meeting. The company may also provide convenience for shareholders attending the shareholders' general meeting by means of on-line voting. If a shareholder participates in the shareholders' general meeting in the above manner, he/she shall be deemed to be present.</p> <p><i>Note: The Articles of Association may stipulate that the place where the shareholders' general meeting is convened shall be the place of residence of the company or other clear place. The choice of the time and place of the on-site meeting should be convenient for shareholders to participate. After the notice of shareholders' general meeting is issued, the venue of the on-site meeting of shareholders' general meeting shall not be changed without proper reasons. If it is necessary to change, the convener shall make an announcement and give the reasons at least two trading days prior to the on-site meeting.</i></p>

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>6. Appendix III to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited - Core Shareholder Protection Standards</p> <p>An issuer must give its members reasonable written notice of its general meetings.</p> <p><i>Note: "Reasonable written notice" generally means at least 21 days for an annual general meeting and at least 14 days for other general meetings respectively (unless it can be demonstrated that reasonable written notice can be given in less time).</i></p> <p>However, the Stock Exchange clarified in the consultation summary that, as far as the Chinese issuer is concerned, the notification period of its annual general meeting accepted by the Stock Exchange is 20 days, and the notification period of other general meetings is 15 days (instead of the 21 days and 14 days stipulated by the Core Standards).</p>

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Original Article 22 (deleted)</p>	<p>The Bank shall, based on the written replies received twenty days prior to the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders that intend to attend the meeting. Where the number of voting shares held by shareholders intending to attend the shareholders' general meeting reaches half or more of the total number of voting shares of the Bank, the meeting may be held. Where such number of voting shares is not reached, the Bank shall issue an announcement to notify the shareholders of the matters to be considered at the shareholders' general meeting and the place, date and time of the meeting within five days. The Bank may convene the shareholders' general meeting after such announcement has been made.</p>	<p>The Bank shall, based on the written replies received twenty days prior to the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders that intend to attend the meeting. Where the number of voting shares held by shareholders intending to attend the shareholders' general meeting reaches half or more of the total number of voting shares of the Bank, the meeting may be held. Where such number of voting shares is not reached, the Bank shall issue an announcement to notify the shareholders of the matters to be considered at the shareholders' general meeting and the place, date and time of the meeting within five days. The Bank may convene the shareholders' general meeting after such announcement has been made.</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. The original system source of this article is Article 22 of the Special Regulations of the State Council on the Overseas Offering and Listing of Shares of Joint Stock Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) "The Company shall calculate the number of voting shares represented by the shareholders intending to attend the shareholders' general meeting based upon the written replies received 20 days prior to the shareholders' general meeting. Where the number of voting shares held by shareholders intending to attend the shareholders' general meeting reaches one half of the total number of voting shares of the Company, the meeting may be held. Where such number of voting shares is not reached, the Company shall issue an announcement to notify the shareholders of the matters to be discussed at the shareholders' general meeting and the place, date and time of the meeting within 5 days. The Company may convene the shareholders' general meeting after such announcement has been made."

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>According to the Approval of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Convening General Meetings of Overseas Listed Companies and Other Matters (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆) (Guo Han [2019] No. 97), “it is agreed that the requirements on notice period, the right of shareholders to make proposals and the procedure for convening a shareholders’ general meeting of a joint stock limited company registered in the PRC and listed outside the PRC shall uniformly comply with the relevant provisions of the Company Law of the People’s Republic of China, and the provisions of Articles 20 to 22 of the Special Provisions of the State Council on the Overseas Raising of Shares and Listing of Joint Stock Companies (國務院關於股份有限公司境外募集股份及上市的特別規定) shall no longer apply”, therefore, the Article is deleted accordingly.</p>
<p>Article 21 (original Article 23)</p>	<p>The notice of the shareholders’ general meeting shall satisfy the following requirements:</p> <p>.....</p>	<p>The notice of the shareholders’ general meeting shall satisfy the following requirements:</p> <p>.....</p> <p><u>(IX) the record date on which the shareholders are eligible to attend the shareholders’ general meeting;</u></p> <p><u>(X) the name and the phone number of the permanent contact person of the meeting;</u></p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 56 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision). The notice of the general meeting shall include the following:</p> <p>.....</p> <p>(IV) the record date on which the shareholders are eligible to attend the shareholders’ general meeting;</p>

APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
		(XI) <u>the voting time and voting procedure by internet or other means.</u>	(V) the name and the phone number of the permanent contact person of the meeting; (VI) the voting time and voting procedure by internet or other means.
Article 23 (original Article 25)	After the notice of the shareholders' general meeting is issued, the shareholder's general meeting shall not be postponed or cancelled and the proposals stated in the notice of the shareholders' general meeting shall not be cancelled without a proper reason. In the event of any postponement or cancellation of the shareholders' general meeting, the convener shall issue an announcement and state the reasons at least two working days before the original date of the shareholders' general meeting.	After the notice of the shareholders' general meeting is issued, the shareholder's general meeting shall not be postponed or cancelled and the proposals stated in the notice of the shareholders' general meeting shall not be cancelled without a proper reason. In the event of any postponement or cancellation of the shareholders' general meeting, the convener shall issue an announcement and state the reasons at least two working days <u>trading days</u> before the original date of the shareholders' general meeting.	Remain consistent with the Articles of Association of the Bank.
Article 24 (original Article 26) The announcement mentioned in the foregoing paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council forty-five to fifty days prior to the meeting. All shareholders of domestic listed shares shall be deemed as having received the notice of shareholders' meeting upon the publication of the announcement. The announcement mentioned in the foregoing paragraph shall be published in <u>the media that meets the conditions specified by the CSRC</u> one or more newspapers designated by the securities regulatory authority of the State Council forty five to fifty days prior to the meeting. All shareholders of domestic listed shares shall be deemed as having received the notice of shareholders' meeting upon the publication of the announcement.	1. Amended simultaneously with the Articles of Association of the Bank. 2. Amended according to the adjustment to the notice period for convening general meetings of listed companies in the Reply of the State Council on the Adjustment of the Notice Period for Convening General Meetings and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)) after taking into account the actual situation.

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Articles	Before amendment	After amendment	Basis
			<p>3. Article 8 of the Rules Governing the Disclosure of Information by Listed Companies (2021 Revision)</p> <p>The information disclosed in accordance with the law shall be published on the website of the stock exchange and media that meets the provisions stipulated by the CSRC, and shall also be made available at the address of the listed company and the stock exchange for public inspection.</p>
<p>Article 33 (original Article 35)</p>	<p>The attendance register shall be prepared by the Bank, which shall set out such information as the name, number of identification document, domicile, number of shares carrying voting rights held or represented, name of the appointor (or name of entities), etc. of each participant.</p>	<p>The attendance register shall be prepared by the Bank, which shall set out such information as the name, number of identification document, domicile, number of shares carrying voting rights held or represented, type of shares, name of the appointor (or name of entities), etc. of each participant.</p>	<p>With reference to the requirements of the industry and consider the actual work of the Bank.</p>
<p>Article 36 (original Article 38)</p>	<p>.....</p> <p>Where a shareholders' general meeting is convened by the Board of Supervisors, the meeting shall be presided over by the chief supervisor. If the chief supervisor is unable or fails to perform his duties, the deputy chief supervisor shall preside over the meeting. If the deputy chief supervisor is unable or fails to perform his duties, a supervisor jointly elected by half or more of the supervisors shall preside over the meeting.</p> <p>.....</p>	<p>.....</p> <p>Where a shareholders' general meeting is convened by the Board of Supervisors, the meeting shall be presided over by the chief supervisor Chairman of the Board of Supervisors. If the chief supervisor Chairman of the Board of Supervisors is unable or fails to perform his duties, the deputy chief supervisor Vice Chairman of the Board of Supervisors shall preside over the meeting. If the deputy chief supervisor Vice Chairman of the Board of Supervisors is unable or fails to perform his duties, a supervisor jointly elected by half or more of the supervisors shall preside over the meeting.</p> <p>.....</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 68 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The board of supervisors shall have a chairman and may have a vice chairman. The chairman and vice chairman of the board of supervisors shall be elected by a majority of all supervisors.</p>

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 45 (original Article 47)</p>	<p>The following matters shall be passed by special resolution at the shareholders' general meeting:</p> <p>.....</p> <p>(IV) division, merger, dissolution and liquidation of the Bank or change of its corporate form;</p> <p>.....</p> <p>(X) other matters stipulated by laws, regulations, rules, regulatory documents and the Articles of Association of the Bank, and determined by the shareholders' general meeting by an ordinary resolution as having a material impact on the Bank and requiring passing by a special resolution.</p>	<p>The following matters shall be passed by special resolution at the shareholders' general meeting:</p> <p>.....</p> <p>(IV) division, spin-off, merger, dissolution and liquidation of the Bank or change of its corporate form;</p> <p>.....</p> <p>(X) <u>removal of independent directors;</u></p> <p>(X)(XI) other matters stipulated by laws, regulations, rules, regulatory documents and the Articles of Association of the Bank, and determined by the shareholders' general meeting by an ordinary resolution as having a material impact on the Bank and requiring passing by a special resolution.</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 22 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>However, the following matters must be approved by at least two-thirds of the voting rights of the shareholders present at the meeting:</p> <p>.....</p> <p>(V) removal of independent directors;</p> <p>.....</p> <p>3. Article 78 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision)</p> <p>The following matters shall be approved by a special resolution at the shareholders' general meeting: (II) division, spin-off, merger, dissolution and liquidation of a company;</p>

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OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 47 (original Article 49)</p>	<p>When shareholders who having voting rights (including their proxies) attend the shareholders' general meeting, they shall exercise their voting rights according to the voting shares held by them, with each share representing one vote.</p> <p>The shares of the Bank held by the Bank do not have any voting right and such shares shall not be counted in the total voting shares held by the shareholders present at the shareholders' general meeting.</p> <p>The Board of Directors, independent directors and the shareholders who meet the relevant requirements and conditions may collect shareholders' voting rights.</p>	<p>When shareholders who having voting rights (including their proxies) attend the shareholders' general meeting, they shall exercise their voting rights according to the voting shares held by them, with each share representing one vote.</p> <p><u>When the shareholders' general meeting considers matters that could materially affect the interest of medium and small investors, the Bank shall count the votes by medium and small investors separately. The results of such separate vote counting shall be disclosed promptly.</u></p> <p><u>The same voting right shall only be exercised by attending meeting in person, through the internet or any one of the other voting methods. The first vote cast shall prevail if repeated voting occurs in relation to the same voting right.</u></p> <p>The shares of the Bank held by the Bank do not have any voting right and such shares shall not be counted in the total voting shares held by the shareholders present at the shareholders' general meeting.</p> <p><u>The voting shares of the Bank purchased by the shareholders in the violation of first and second paragraphs of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing the relevant shares, and shall not be included in the total number of voting shares present at a shareholders' general meeting.</u></p>	<p>1. Remain consistent with Article 96 of the Articles of Association of the Bank.</p> <p>2. Article 79 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision)</p> <p>.....</p> <p>When the shareholders' general meeting considers matters that could materially affect the interest of medium and small investors, the votes by medium and small investors shall be counted separately. The results of such separate vote counting shall be disclosed promptly.</p> <p>.....</p> <p>The voting shares of a company purchased by the shareholders in the violation of first and second paragraphs of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing the relevant shares, and shall not be included in the total number of voting shares present at a shareholders' general meeting.</p> <p>The board of directors of the Company, independent directors, shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the CSRC may publicly solicit voting rights from the shareholders. Such information as the specific vote intention shall be sufficiently disclosed to the solicited</p>

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
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Articles	Before amendment	After amendment	Basis
		<p>The Board of Directors, independent directors, <u>shareholders holding more than one percent of the shares with voting rights or investor protection institutions established according to laws, administrative regulations or provisions of the CSRC and the</u> shareholders who meet the relevant requirements and conditions may collect shareholders' voting rights. <u>While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. Except for the statutory conditions, the Bank shall not impose any limitation related to the minimum shareholding percentage on the solicitation of voting rights.</u></p>	<p>persons in respect of solicitation of the shareholders' right to vote. It is not permitted to solicit the shareholders' right to vote in a chargeable or disguised chargeable manner. Except for the statutory conditions, the Company shall not impose any limitation related to the minimum shareholding percentage on the solicitation of voting rights.</p>
<p>Article 54 (original Article 56)</p>	<p>The voting at shareholders' general meeting shall be conducted in the form of open ballot.</p> <p>The same voting right shall only be exercised either on-site, online or by other means of voting. The first vote cast shall prevail if repeated voting occurs in relation to the same voting right.</p>	<p>The voting at shareholders' general meeting shall be conducted in the form of open ballot.</p> <p>The same voting right shall only be exercised either on-site, online or by other means of voting. The first vote cast shall prevail if repeated voting occurs in relation to the same voting right.</p>	<p>Remain consistent with Article 96 of the Articles of Association of the Bank. Move paragraph 2 of this article to paragraph 3 of Article 47.</p>

APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
<p>Article 60 (original Article 62)</p>	<p>.....</p> <p>The shareholder representatives shall be nominated by the chairman of the shareholders' general meeting, subject to approval by half or more of all shareholders present at the meeting by a show of hands. The supervisor representative shall be nominated by the Board of Supervisors or chief supervisor, subject to approval by half or more of all supervisors present at the meeting by a show of hands.</p> <p>.....</p>	<p>.....</p> <p>The shareholder representatives shall be nominated by the chairman of the shareholders' general meeting, subject to approval by half or more of all shareholders present at the meeting by a show of hands. The supervisor representative shall be nominated by the Board of Supervisors or chief supervisor Chairman of the Board of Supervisors, subject to approval by half or more of all supervisors present at the meeting by a show of hands.</p> <p>.....</p>	<p>Article 68 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The Board of Supervisors shall have a chairman and may have a vice chairman. The Chairman and Vice Chairman of the Board of Supervisors shall be elected by a majority of all Supervisors.</p>
<p>Article 66 (original Article 68)</p>	<p>The convener shall ensure that the minutes are true, accurate and complete. Minutes of the shareholders' general meeting shall be signed by the directors present at the meeting and chairman of the meeting, and shall be kept in the registered domicile of the Bank together with the signature list of shareholders attending the meeting and the proxy forms in archives of the Bank.</p>	<p>The convener shall ensure that the minutes are true, accurate and complete. Minutes of the shareholders' general meeting shall be signed by the directors, supervisors, secretary of the Board of Directors, the convener or his/her representative present at the meeting and chairman of the meeting, and shall be kept in the registered domicile of the Bank together with the signature list of shareholders attending the meeting and the proxy forms, and valid information on voting through Internet and other means in archives of the Bank, and the minutes shall be kept for a permanent period. The Bank shall report the minutes and resolutions of the shareholders' general meetings to the CBIRC in a timely manner.</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 7 The banking or insurance institution shall submit the minutes and resolutions of the general meeting, board meeting and supervisory board meeting to the supervisory authority in a timely manner.</p> <p>Article 24 The shareholders' general meeting shall make minutes of the decisions on the matters discussed, and the minutes shall be kept for a permanent period.</p> <ol style="list-style-type: none"> 3. Article 41 of the Rules Governing General Meetings of Listed Companies (2022 Amendment) <p>The directors, supervisors, secretary of the board of directors, the convener or his/her representative and chairman of the meeting attending the meeting shall</p>

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			sign the minutes of the meeting and ensure that the contents of the minutes are true, accurate and complete. The minutes shall be kept together with the signatures of the shareholders attending the meeting and the proxy form, and valid information on voting through Internet and other means, for a period of not less than ten years.
<p>Article 74 (original Article 76)</p>	<p>When the Bank convenes the classified shareholders' meeting, it shall issue a written notice forty-five days prior to the meeting, to inform all shareholders of that class who are listed in the register of the matters to be examined, place, date and time of the meeting. Shareholders who intend to attend the meeting shall send a written reply of attendance to the Bank twenty days prior to the meeting.</p> <p>When the voting shares held by the shareholders who intend to attend the meeting reach more than half of the total voting shares of such class at the meeting, the Bank may convene the classified shareholders' meeting. Otherwise, the Bank shall, within five days, inform the shareholders of the matters to be examined, and the place, date and time of the meeting through public announcement. After issuing such an announcement, the Bank may convene the classified shareholders' meeting.</p>	<p>When the Bank convenes the classified shareholders' meeting, it shall issue a written notice forty-five days prior to the meeting, to inform all shareholders of that class who are listed in the register of the matters to be examined, place, date and time of the meeting. <u>The time of issuance of the above notice shall be given with reference to the provisions of Article 20 of the Articles.</u> Shareholders who intend to attend the meeting shall send a written reply of attendance to the Bank twenty days prior to the meeting.</p> <p>When the voting shares held by the shareholders who intend to attend the meeting reach more than half of the total voting shares of such class at the meeting, the Bank may convene the classified shareholders' meeting. Otherwise, the Bank shall, within five days, inform the shareholders of the matters to be examined, and the place, date and time of the meeting through public announcement. After issuing such an announcement, the Bank may convene the classified shareholders' meeting.</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. According to the Approval of the State Council on the Adjustment of the Provisions Applicable to the Notice Period for Convening General Meetings of Overseas Listed Companies and Other Matters (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復) (Guo Han [2019] No. 97), the adjustment of the notice period for convening general meetings is amended in conjunction with the content of Articles 76 and 114 of the amended Articles of Association.

**APPENDIX II COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE GENERAL MEETING OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 77 (original Article 79)	Matters requiring decision by the shareholders' general meeting under laws, regulations, department rules, regulatory documents and the Articles of Association of the Bank shall be considered and decided by the shareholders' general meeting, provided that the shareholders' general meeting may authorise the Board of Directors to decide on such matters under necessary, reasonable and legal circumstances. The content of authorisation shall be clear and specific. The authorisation methods are formulated separately.	Matters requiring decision by the shareholders' general meeting under laws, regulations, department rules, regulatory documents and the Articles of Association of the Bank shall be considered and decided by the shareholders' general meeting <u>in principle</u> , provided that the shareholders' general meeting may authorise the Board of Directors to decide on such matters under necessary, reasonable and legal circumstances. The content of authorisation shall be clear and specific. <u>The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board of Directors.</u> The authorisation methods are formulated separately.	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Article 14 of the Code of Corporate Governance for Listed Companies (2018 Revision) <p>Listed company shall stipulate the principles on authorization by the shareholders' general meeting to the Board in its articles of association, and the content of the authorization shall be clear and specific. The shareholders' general meeting shall not delegate the functions and powers legally exercised by the shareholders' general meeting to the Board.</p>
Article 81 (original Article 83)	Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.	<u>This Rule is an appendix to the Articles of Association of the Bank.</u> Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank	<p>Article 12 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>Listed companies shall stipulate in the articles of association the procedures for convening, holding and voting at a shareholders' general meeting. Listed companies shall formulate rules of procedures of the shareholders' general meeting, which shall be included in the articles of association or as an appendix to the articles of association.</p>

Note: the numbering of the relevant articles shall be adjusted based on the above amendments.

APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
<p>Article 1</p>	<p>In order to establish a comprehensive corporate governance structure, regulate the decision-making process of the Board of Directors of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”) and safeguard that the decision-making process of the Board of Directors is legal, scientific and systematic, the Rules of Procedures of the Board of Directors (hereinafter referred to as the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	<p>In order to establish a comprehensive corporate governance structure, regulate the decision-making process of the Board of Directors of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”) and safeguard that the decision-making process of the Board of Directors is legal, scientific and systematic, the Rules of Procedures of the Board of Directors (hereinafter referred to as the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as “Securities Law”), Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, <u>the Code of Corporate Governance for Listed Companies, the Guidelines on Articles of Association of Listed Companies, the Corporate Governance Guidelines for Banking and Insurance Institutions</u>, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	<p>Add the basis of the measures.</p>

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 3</p>	<p>The number of the members of the Board of Directors shall be no less than 11 and no more than 19. Independent directors shall account for no less than one-third of the directors. The Board of Directors has one chairman and one vice chairman. The chairman and the vice chairman shall be elected and removed by more than half of all the directors.</p> <p>The president and other members of senior management may act as directors. However, the directors who act as the chairman or other members of senior management and the directors who are staff representatives shall not in aggregate account for more than one-third of all the directors.</p> <p>.....</p>	<p>The number of the members of the Board of Directors shall be no less than 11 and no more than 19, <u>including 2 to 5 executive directors and 9 to 14 non-executive directors.</u> Independent directors shall account for no less than one-third of the directors. The Board of Directors has one chairman and one vice chairman. The chairman and the vice chairman shall be elected and removed by more than half of all the directors.</p> <p>The president and other members of senior management may act as directors. However, the directors who act as the chairman or other members of senior management and the directors who are staff representatives shall not in aggregate account for more than one-third <u>one-half</u> of all the directors.</p> <p>.....</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Article 47 of the Corporate Governance Standards for Banking Insurance Institutions <p>The number of the members of the board of directors of a banking or insurance institution shall be five at least.</p> <p>A banking or insurance institution shall specify in its Articles of Association the composition of the board of directors, including the number of executive directors and non-executive directors (including independent directors). The number of the board of directors shall be specific and definite.</p> <ol style="list-style-type: none"> 3. Article 96 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision) <p>The manager and other members of senior management may act as directors. However, the directors who act as the manager or other members of senior management and the directors who are staff representatives shall not in aggregate account for more than one-half of all the directors.</p>
<p>Article 4</p>	<p>The Board of Directors of the Bank has established under it the Strategy Committee, Audit Committee, Risk Management Committee, Related Party Transaction Control Committee, Nomination Committee and Remuneration Committee. The Bank may establish other special committees as necessary.</p>	<p>The Board of Directors of the Bank has established under it the Strategy Committee, Audit Committee, Risk Management Committee, Related Party Transaction Control Committee, Nomination Committee and, Remuneration Committee, <u>and Inclusive Finance Development and Consumer Rights and Interests</u></p>	<ol style="list-style-type: none"> 1. Remain consistent with Article 184 of the Articles of Association of the Bank, and is amended simultaneously with the amendments to the Articles of Association.

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>All special committees shall be comprised of directors, and each committee shall have at least three members. The majority of the Audit Committee, Nomination Committee, and the Remuneration Committee shall be independent directors, while independent directors shall account for an appropriate proportion in the Related Party Transaction Control Committee, and none of its member shall be a director nominated by the Controlling Shareholder. Members of each special committee shall be directors with expertise and working experience commensurate with the duties of relevant special committees. Members of the Audit Committee shall have expertise and working experience in relation to finance, audit or accounting.</p> <p>Each special committee shall have a chairman, and, if the work of the committee so requires, a vice chairman. In principle, the chairman of a special committee should not serve concurrently as the chairman of another special committee. The chairman of the Audit Committee, Nomination Committee, Remuneration Committee and Related Party Transaction Control Committee shall be taken up by an independent director. The chairman of the Risk Management Committee shall have experience in judgement and management of various risks.</p>	<p><u>Protection Committee. The Board of Directors of the Bank may establish other special committees as necessary, or make adjustments to the existing special committees (primarily including discontinuance and consolidation, subdivision, change in name and responsibilities and obligations adjustment, etc.).</u></p> <p>All special committees shall be comprised of directors, and each committee shall have at least three members. The majority of the Audit Committee, Nomination Committee, and the Remuneration Committee shall be independent directors, while, <u>in principle, the proportion of independent directors in the Risk Management Committee and the Related Party Transaction Control Committee shall not be lower than one-third</u> account for an appropriate proportion in the Related Party Transaction Control Committee, and none of its member shall be a director nominated by the Controlling Shareholder. Members of each special committee shall be directors with expertise and working experience commensurate with the duties of relevant special committees. Members of the Audit Committee shall have expertise and working experience in relation to finance, audit, or <u>accounting or law, etc.</u></p> <p>Each special committee shall have a chairman, and, if the work of the committee so requires, a vice chairman. In principle, the chairman of a special committee should not serve concurrently as the chairman of another special committee. The chairman of the Audit Committee, Nomination Committee, Remuneration</p>	<p>2. Article 56 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Members of each special committee shall be comprised of directors who have expertise and working experience commensurate with the duties of relevant special committees.</p> <p>In principle, the proportion of independent directors in the audit committee, nomination committee, remuneration committee, risk management committee and the related party transaction control committee shall not be lower than one-third. The audit committee, nomination committee, remuneration committee and related party transaction control committee shall be chaired or headed by an independent director.</p> <p>Members of the audit committee shall have expertise and working experience in relation to finance, audit, or accounting or law.</p> <p>3. Article 107 of the Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>..... The board of directors of the company has established the audit committee, and may relevant special committees such as the strategy committee, nomination committee and remuneration and appraisal committee. The special committees shall be responsible to the board,</p>

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
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Articles	Before amendment	After amendment	Basis
		<p>Committee and Related Party Transaction Control Committee shall be taken up by an independent director. <u>The chairman of the Audit Committee shall be an accounting professional.</u> The chairman of the Risk Management Committee shall have experience in judgement and management of various risks.</p>	<p>and perform their duties according to the Articles and the authorization granted by the board. The proposals shall be submitted to the board for consideration and approval. All members of the special committees are composed of directors, among which the number of independent directors shall be the majority of the audit committee, nomination committee and remuneration and appraisal committee, and they shall act as the chairman of the committees. The chairman of the audit committee shall be an accounting professional. The board is responsible for formulating the working procedures of the special committees and regulating their operations.</p> <p>4. The requirement that “none of its member shall be a director nominated by the Controlling Shareholder” comes from the Guidance on the Corporate Governance of Joint-Stock Commercial Banks issued by the People’s Bank of China, which has been abolished, and the relevant expression is therefore deleted.</p>

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 6	The Board of Directors shall establish the office of the Board of Directors, which shall assist the secretary to the Board of Directors in handling the preparation for shareholders' general meetings and meetings of the Board of Directors and special committees under the Board of Directors, information disclosure, investor relations management and other daily matters of the Board of Directors and special committees under the Board of Directors.	The Board of Directors shall establish the office of the Board of Directors, which shall assist the secretary to the Board of Directors in handling the preparation for shareholders' general meetings and meetings of the Board of Directors and special committees under the Board of Directors, information disclosure, investor relations management and other daily matters of the Board of Directors and special committees under the Board of Directors.	Amended according to the actual circumstances of the Bank.
Article 7	<p>The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(XI) to consider and approve matters within the scope authorized by the shareholders' general meeting, such as investment, asset acquisitions and disposals, asset pledge and guarantees;</p> <p>.....</p> <p>(XIV) to decide on the Bank's basic management systems, which principally relate to human resources, financial matters and remuneration, and its policies on risk tolerance, risk management and internal control;</p> <p>.....</p> <p>(XV) to formulate the amendment plans for the Articles;</p> <p>.....</p> <p>(XIX) to propose at the shareholders' general meeting to appoint or</p>	<p>The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(XI) <u>in accordance with laws and regulations, regulatory requirements and the Articles of Association of the Bank</u>, to consider and approve matters within the scope authorized by the shareholders' general meeting, such as investment, asset acquisitions and disposals <u>asset acquisitions, asset disposals and write-offs</u>, asset pledge and guarantees, <u>data governance, entrusted finance, related party transactions, external donations</u>;</p> <p>.....</p> <p>(XIV) to decide on the Bank's basic management systems, which principally relate to human resources, financial matters and remuneration, and its policies on risk tolerance, risk management and</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 44 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>The board of directors is accountable to the shareholders' general meeting. The responsibilities and powers of the board of directors shall be clearly defined in the articles of association in accordance with laws, regulations, regulatory provisions and the company's situation.</p> <p>In addition to the powers and functions set out in the Companies Act, the powers and functions of the board of directors of a banking or insurance institution shall include, at least:</p> <p>.....</p> <p>(IV) to consider and approve matters including external investments, assets acquisition, assets disposal and write-off, pledge of assets, related party transactions and data in</p>

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
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Articles	Before amendment	After amendment	Basis
	replace the accounting firm which undertakes auditing work for the Bank;	internal control, <u>and to assume ultimate responsibility for comprehensive risk management;</u>	accordance with laws, regulations, regulatory provisions, the Articles of Association;

	(XXI) to protect the lawful interests of depositors and other stakeholders;	(XV) to formulate the amendment plans for the Articles, <u>to formulate the rules of procedure for the shareholders' general meeting and the rules of procedure for the Board, and to consider and approve the working rules of the special committees of the Board;</u>	(VII) to formulate the Company's risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management;
		
	(XXIII) to determine matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;	<u>and to consider and approve the working rules of the special committees of the Board;</u>	.....
		
	(XXIV) to exercise other duties and powers conferred by laws, regulations, department rules, regulatory documents, the Articles and the shareholders' general meeting.	(XIX) to propose at the shareholders' general meeting to appoint <u>engage</u> or replace <u>remove</u> the accounting firm which undertakes auditing work for the Bank;	(X) to formulate amendments to these Articles, formulate rules of procedure of the shareholders' general meetings and rules of procedure of the Board of Directors, consider and approve the terms of reference of special committees of the Board of Directors;
		
		(XXI) to protect the lawful interests of depositors <u>financial consumers</u> and other stakeholders;	(XI) to propose the shareholders' general meeting to appoint or dismiss the accounting firm that conducts the regular statutory audit of the Company's financial statements;
		
		<u>(XXIII) to assume management responsibility for the shareholders affairs;</u>	(XII) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;
		(XXIII) (XXIV) to determine matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase,	.....
			(XIV) to assume management responsibility for the shareholders affairs;

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OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p>conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;</p> <p>(XXXIV) to exercise other duties and powers conferred by laws, regulations, department rules, regulatory documents, the Articles and the shareholders' general meeting.</p> <p><u>In principle, the aforesaid matters within the terms of reference of the Board of Directors shall be considered and determined by the Board of Directors, but in necessary, reasonable and legal cases, the Board of Directors may authorize the chairman and the president to exercise part of the powers. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals. The Board of Directors shall not delegate the functions and powers legally exercised by the Board of Directors to the chairman and the president.</u></p>	<p>.....</p> <p>The powers of the Board of Directors shall be exercised collectively by the Board of Directors. The powers of the Board of Directors stipulated by the Company Law shall generally not be delegated to the chairman, directors, other institutions or individuals. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals.</p> <p>3. Article 33 of the Code of Corporate Governance for Listed Companies (2018 Revision)</p> <p>Where the Board authorizes the chairman to exercise part of the powers of the Board during the inter-sessional period of the Board, the listed company shall clearly specify the principle and specific content of the authorization in the company's articles of association. The major matters of a listed company shall be decided by the Board collectively. The authority to be exercised by the Board shall not be delegated to the chairman or general manager for exercise.</p> <p>4. Article 107 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision)</p> <p>The board of directors exercises the following powers and functions:</p>

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>.....</p> <p>(VIII) to determine matters in relation to the external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrustment of financial management, related party transactions, external donations, within the scope of authorization by the general meeting;</p> <p>.....</p>
<p>Article 8 (newly added after original Article 7)</p>		<p><u>Studies and discussions by the Party Committee of major issues is a prerequisite procedure for any decision-making by the Board of Directors on such issues. Prior to making decisions on material issues of the Bank, the Board of Directors shall hear the opinion from the Party Committee.</u></p>	<p>Amended with reference to the Article 55 of the Articles of Association of the Bank.</p>
<p>Article 11 (newly added after Article 9)</p>		<p><u>The Board of Directors of the Bank undertake the ultimate responsibilities of equity affairs management. The chairman of the Bank shall be the foremost responsible person for handling equity affairs. The secretary to the Board of Directors shall assist the chairman in the work related to equity management, and is the directly responsible person for handling equity affairs. Both the chairman and the secretary of the Board of Directors shall perform their duties faithfully, honestly and diligently.</u></p> <p><u>The Board of Directors of the Bank shall evaluate annually its substantial shareholders regarding their qualifications, performance of</u></p>	<p>Amended according to the Articles 32 and 35 of the Interim Measures for the Equity Management of the Bank and with reference to the requirements of the industry.</p>

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
		<p><u>commitments, implementation of the Articles of Association or relevant agreements of the Bank, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to China Banking and Insurance Regulatory Commission (the CBIRC) in a timely manner.</u></p>	
<p>Article 12 (original Article 10)</p>	<p>The Board of Directors shall establish strict examination and approval procedures by setting the scope of authority for conducting investment, purchase and sale of assets, asset pledge, guarantee and related party transactions. Material investment projects shall be examined by experts and other professionals as arranged by the Board of Directors, and shall be submitted to the shareholders' general meeting for approval if required under the Articles.</p>	<p>The Board of Directors shall establish strict examination and approval procedures by setting the scope of authority for conducting investment, purchase and sale of assets, asset pledge, guarantee, and related party transactions and external donations, etc. Material investment projects shall be examined by experts and other professionals as arranged by the Board of Directors, and shall be submitted to the shareholders' general meeting for approval if required under the Articles.</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Article 110 of the Guidelines for the Articles of Association of the Listed Companies (2022 Revision). The board of directors shall determine the authority to make external investments, acquisition and sale of assets, pledge of assets, external guarantees, entrusted financial management, related party transactions and external donations, and establish strict review and decision-making procedures; material investment projects shall be examined by experts and other professionals and shall be submitted to the shareholders' general meeting for approval.

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 18 (original Article 16)</p>	<p>The Board of Directors shall hold at least one regular meeting quarterly, and the board meetings shall be convened by the chairman. Notice of board meeting shall be sent to all directors in writing at least fourteen days before the date of the meeting.</p> <p>.....</p>	<p>The Board of Directors shall hold at least four one regular meetings per year quarterly, and the board meetings shall be convened by the chairman. Notice of board meeting shall be sent to all directors and supervisors in writing at least fourteen days before the date of the meeting. <u>The chairman should at least annually hold a meeting with the independent directors without the presence of other directors.</u></p> <p>.....</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 49 Meetings of the Board shall include regular meetings and interim meetings. Regular meetings shall be held at least four times a year, and all Directors and Supervisors shall be notified of each meeting at least ten days prior to the meeting.</p> <ol style="list-style-type: none"> 3. Rule C.2.7 of Appendix 14 Corporate Governance Code of Hong Kong Listing Rules. The chairman should at least annually hold a meeting with the independent non-executive directors without the presence of other directors.

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 19 (original Article 17)</p>	<p>An extraordinary board meeting shall be convened and presided over by the chairman within ten days, if:</p> <p>.....</p> <p>(III) it is jointly proposed by more than half of independent directors;</p> <p>.....</p> <p>(VI) it is proposed by the president;</p> <p>.....</p>	<p>An extraordinary board meeting shall be convened and presided over by the chairman within ten days, if:</p> <p>.....</p> <p>(III) it is jointly proposed by <u>two or more than half of</u> independent directors;</p> <p>.....</p> <p>(VI) it is proposed by the president;</p> <p>.....</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 49 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>A banking or insurance institution shall convene a temporary meeting of the board of directors under any of the following circumstances:</p> <p>.....</p> <p>(III) it is proposed by two or more independent directors;</p> <p>.....</p>
<p>Article 21 (original Article 19)</p>	<p>A board meeting may be held through on-the-spot meeting, communication methods such as telephone and video conference, or circulation of written proposal. Regular board meetings shall be held through on-the-spot meeting, which shall be presided over by the chairman of the meeting. Extraordinary board meetings shall be held through on-the-spot meeting, if possible, and may be held through other methods, at which resolutions may be passed, subject to the full and adequate expression of opinions by the directors.</p> <p>A meeting is held through communication methods when more than half of directors participate in the meeting via telephone, video or other communication means. A meeting is held through circulation of written proposal when a proposal is</p>	<p>A board meeting may be held through on-the-spot meeting, communication methods such as telephone and video conference, or circulation of written proposal. Regular board meetings shall be held through on-the-spot meeting, which shall be presided over by the chairman of the meeting. Extraordinary board meetings shall be held through on-the-spot meeting, if possible, and may be held through other methods, at which resolutions may be passed, subject to the full and adequate expression of opinions by the directors.</p> <p>A meeting is held through communication methods when more than half of directors participate in the meeting via telephone, video or other communication means. <u>On-the-spot meeting refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and</u></p>	<p>Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 50 Resolutions of the board of directors may be made through on-the-spot meeting and circulation of written proposal.</p> <p>Article 114 The term “on-the-spot meeting” in the Guidelines refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants.</p> <p>The term “circulation of written proposal” in the Guidelines refers to the meeting method in which resolution is made by separately serving it for consideration or circulating it for consideration.</p>

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OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	separately delivered to, or circulated among the directors for consideration and decision.	<u>discussion among participants.</u> A meeting is held through circulation of written proposal <u>resolution</u> when a proposal is separately delivered to, or circulated among the directors for consideration and decision.	
Article 32 (original Article 30)	<p>In principle, directors shall attend board meetings in person. If a director is unable to attend the board meeting due to certain reasons, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another director of the same class in writing to attend as his/her proxy.</p> <p>.....</p> <p>For a meeting not held on-site, the number of the directors present is calculated according to the number of the directors present in the video, the directors expressing opinions in the teleconference, the number of valid votes sent in such forms as facsimiles or emails received within the specified period, or the written confirmations of attendance submitted by the directors after the meeting.</p>	<p>In principle, directors shall attend board meetings in person. If a director is unable to attend the board meeting due to certain reasons, he/she shall review the meeting materials in advance, form a clear opinion, and appoint another director of the same class in writing to attend as his/her proxy, <u>but an independent director shall not delegate a non-independent director to attend on his/her behalf.</u></p> <p>.....</p> <p>For a meeting not held on-site, the number of the directors present is calculated according to the number of the directors present in the video, the directors expressing opinions in the teleconference, the number of valid votes sent in such forms as facsimiles or emails received within the specified period, or the written confirmations of attendance submitted by the directors after the meeting.</p>	<p>Article 32 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Directors shall attend at least two-thirds of the on-site board meetings in person each year; If any Director cannot attend the meeting for any reason, he/she may authorize in writing another Director to act on his/her behalf, but independent directors shall not delegate non-independent directors to attend on his/her behalf.</p>

APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
<p>Article 38 (original Article 36)</p>	<p>.....</p> <p>The voting of a board resolution at a board meeting shall be held by show of hands, poll, or other methods permitted by laws, regulations, department rules and regulatory documents. Each attending director has one vote in the voting of board resolutions. In the case of equal votes, the chairman shall have an additional vote.</p> <p>.....</p>	<p>.....</p> <p>The voting of a board resolution at a board meeting shall be held by show of hands, poll, or other methods permitted by laws, regulations, department rules and regulatory documents. Each attending director has one vote in the voting of board resolutions. In the case of equal votes, the chairman shall have an additional vote.</p> <p>.....</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>Each attending director has one vote in the voting of board resolutions. Resolutions passed at the board meeting must be approved by more than half of the directors.</p>
<p>Article 39 (original Article 37)</p>	<p>Resolutions of the Board of Directors include ordinary resolutions and special resolutions.</p> <p>An ordinary resolution shall be passed by more than half of all the directors. An ordinary resolution approving related party transactions shall be passed by more than half of disinterested directors.</p> <p>A special resolution shall be passed by more than two-thirds of all the directors. The following matters shall be passed through a special resolution:</p> <p>(I) profit distribution plans;</p> <p>(II) investment plans such as material equity investments;</p> <p>(III) material asset acquisitions (disposals or writing off);</p> <p>(IV) appointment or removal of senior management personnel;</p> <p>(V) annual risk tolerance;</p>	<p>Resolutions of the Board of Directors include ordinary resolutions and special resolutions.</p> <p>An ordinary resolution shall be passed by more than half of all the directors. An ordinary resolution approving related party transactions shall be passed by more than half of disinterested directors.</p> <p>A special resolution shall be passed by more than two-thirds of all the directors. <u>In particular, material related party transactions shall be approved by more than two-thirds of non-related directors.</u> The following matters shall be passed through a special resolution:</p> <p>(I) profit distribution plans;</p> <p><u>(II) remuneration plans;</u></p> <p>(III) investment plans such as material equity investments;</p> <p>(IV) material asset acquisitions (disposals or writing off);</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>The profit distribution plan, remuneration plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital replenishment plan and other significant events shall be approved by more than two-thirds of directors and shall not be voted through circulation of written proposal.</p> <p>3. Article 45 of the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions</p>

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OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	(VI) donations;	(IV) <u>(V)</u> appointment or removal of senior management personnel;	.....
	(VII) plans in relation to the replenishment of the Bank's registered capital and the issue of securities;	(V) <u>(VI)</u> annual risk tolerance;	Material related party transactions shall be submitted to the board of directors for approval after being reviewed by the related party transactions control committee. Resolutions made at the board meeting shall be passed by more than 2/3 of non-related directors.
	(VIII) plans in relation to the Bank's merger, division or liquidation;	(VI) <u>(VII)</u> donations;	
	(IX) amendments to the Bank's articles of association;	(VII) <u>(VIII)</u> plans in relation to the replenishment of the Bank's registered capital and the issue of securities;	.....
	(X) annual operational plans and financial budgets;	(VIII) <u>(IX)</u> plans in relation to the Bank's merger, division or liquidation;	
	(XI) matters related to substantial changes in shareholding;	(IX) <u>(X)</u> amendments to the Bank's articles of association;	
	(XII) matters related to financial restructuring;	(X) <u>(XI)</u> annual operational plans and financial budgets;	
	(XIII) proposal on material acquisition and repurchase of the Bank's ordinary shares;	(XI) <u>(XII)</u> matters related to substantial changes in shareholding;	
	(XIV) determining matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of Shares, to the extent as authorized by the shareholders' general meeting;	(XII) <u>(XIII)</u> matters related to financial restructuring;	
	(XV) other matters that in the opinion of more than half of all the directors are material to the Bank and that are required to be passed	(XIII) <u>(XIV)</u> proposal on material acquisition and repurchase of the Bank's ordinary shares;	
		(XIV) <u>(XV)</u> determining matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;	

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	through voting by more than two-thirds of all the directors.	(XV) (XVI) other matters that in the opinion of more than half of all the directors are material to the Bank and that are required to be passed through voting by more than two-thirds of all the directors.	
Article 40 (original Article 38)	<p>The following matters shall not be considered by the Board of Directors at a meeting convened through circulation of written proposal:</p> <p>(I) profit distribution plans;</p> <p>(II) material investment plans;</p> <p>(III) material asset disposal plans;</p> <p>(IV) appointment or removal of senior management personnel;</p> <p>(V) risk-based capital allocation plans;</p> <p>(VI) financial budgets, financial statements and plans for loss make-up;</p> <p>(VII) plans in relation to the capital replenishment and the issue of securities;</p> <p>(VIII) plans in relation to material acquisition or repurchase of the Bank's ordinary shares or the Bank's merger, subdivision or liquidation;</p> <p>(IX) matters related to substantial changes in shareholding;</p> <p>(X) matters related to financial restructuring;</p>	<p>The following matters shall not be considered by the Board of Directors at a meeting convened through circulation of written proposal:</p> <p>(I) profit distribution plans;</p> <p>(II) remuneration plans;</p> <p>(III) material investment plans;</p> <p>(IV) material asset disposal plans;</p> <p>(V) appointment or removal of senior management personnel;</p> <p>(VI) risk-based capital allocation plans;</p> <p>(VII) financial budgets, financial statements and plans for loss make-up;</p> <p>(VIII) plans in relation to the capital replenishment and the issue of securities;</p> <p>(IX) plans in relation to material acquisition or repurchase of the Bank's ordinary shares or the Bank's merger, subdivision or liquidation;</p> <p>(X) matters related to substantial changes in shareholding;</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Article 50 of the Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>.....</p> <p>The profit distribution plan, remuneration plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital replenishment plan and other significant events shall be approved by more than two-thirds of directors and shall not be voted through circulation of written proposal.</p>

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	<p>(XI) determining matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;</p> <p>(XII) other material matters that in the opinion of the Board of Directors are inappropriate to be voted at a meeting convened through circulation of written proposal.</p>	<p>(X)(XI) matters related to financial restructuring;</p> <p>(XI)(XII) determining matters in relation to the issued Preference Shares of the Bank, including but not limited to the repurchase, conversion or distribution of dividends of such Preference Shares, to the extent as authorized by the shareholders' general meeting;</p> <p>(XII)(XIII) other material matters that in the opinion of the Board of Directors are inappropriate to be voted at a meeting convened through circulation of written proposal.</p>	
<p>Article 47 (original Article 45)</p>	<p>For a meeting held on-site, over telephone or video or other communication means, the chairman of meeting shall announce the voting results on the spot. For a meeting held through circulation of written proposal, the secretary of the Board of Directors shall work out the voting results within three working days after the specified period for voting, and circulate the voting results to all directors and the chief supervisor.</p>	<p>For a meeting held on-site, over telephone or video or other communication means, the chairman of meeting shall announce the voting results on the spot. For a meeting held through circulation of written proposal, the secretary of the Board of Directors shall work out the voting results within three working days after the specified period for voting, and circulate the voting results to all directors and the chief supervisor <u>chairman of the Board of Supervisors</u>.</p>	<p>Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 50 Resolutions of the board of directors may be made through on-the-spot meeting and circulation of written proposal.</p> <p>Article 68 The Board of Supervisors shall have a chairman and may have a vice chairman. The Chairman and Vice Chairman of the Board of Supervisors shall be elected by a majority of all Supervisors.</p> <p>Article 114 The term "on-the-spot meeting" in the Guidelines refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants.</p>

**APPENDIX III COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			The term “circulation of written proposal” in the Guidelines refers to the meeting method in which resolution is made by separately serving it for consideration or circulating it for consideration.
<p>Article 51 (original Article 49)</p>	<p>The Board of Directors shall keep minutes of its meetings. The Directors attending a meeting shall have the right to request that their opinions expressed at the meeting be kept in the minutes. The Directors attending the meeting and the person taking minutes shall sign the minutes of the meeting. The minutes of board meetings shall be archived according to the requirements for confidential files and kept permanently by the office of the Board of Directors.</p>	<p><u>The Bank shall record the on-site meetings of the Board of Directors by means of audio and video recording.</u> The Board of Directors shall keep minutes of its <u>on-site</u> meetings. The Directors attending a meeting shall have the right to request that their opinions expressed at the meeting be kept in the minutes. The Directors attending the meeting, <u>secretary of the Board of Directors</u> and the person taking minutes shall sign the minutes of the meeting. <u>If a Director has different opinions on the minutes, he/she may sign them with a note to that effect. The Bank shall report the minutes, resolutions of the Board meetings to the CBIRC in a timely manner.</u> The minutes of board meetings shall be archived according to the requirements for confidential files and kept permanently by the office of the Board of Directors.</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 7 Bank and insurance institution shall timely submit the minutes, resolutions and other documents of the general meeting of shareholders, the meeting of the board of directors and the meeting of the board of supervisors to the regulatory authorities.</p> <p>Article 51 The board of directors shall make minutes of the decisions on the matters discussed at the on-site meeting, and the directors attending the meeting shall sign on the minutes. If a director has different opinions on the minutes, he/she may sign them with a note to that effect. The meeting minutes shall be kept for a permanent period.</p> <p>Bank and insurance institution shall record the on-site meetings of the board of directors by means of audio and video recording.</p> <p>3. Article 32 of the Code of Corporate Governance for Listed Companies (Revised in 2018)</p>

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OF THE BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			The minutes of the board meetings shall be true, accurate and complete. The directors attending the meeting, secretary of the board of directors and the person taking minutes shall sign the minutes of the meeting. Minutes of board meetings shall be kept properly.
Article 62 (original Article 60)	Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.	<u>The Rule is an appendix to the Articles of Association of the Bank.</u> Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.	Article 29 of the Code of Corporate Governance for Listed Companies (2018 Revision) Listed companies shall formulate the rules of procedures of the board of directors, which shall be submitted to the shareholders' general meeting for approval and be included in the articles of association or as an appendix to the articles of association.

Note: the numbering of the relevant articles shall be adjusted based on the above amendments.

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 1</p>	<p>In order to regulate the supervision and decision-making process of the Board of Supervisors of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), enhance the supervisory mechanism, duly perform supervisory duties, promote the establishment of the corporate governance mechanism and safeguard the legitimate interests of the Bank and shareholders, the Rules of Procedures of the Board of Supervisors (hereinafter referred to as the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Commercial Banking Law of the People’s Republic of China, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	<p>In order to regulate the supervision and decision-making process of the Board of Supervisors of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), enhance the supervisory mechanism, duly perform supervisory duties, promote the establishment of the corporate governance mechanism and safeguard the legitimate interests of the Bank and shareholders, the Rules of Procedures of the Board of Supervisors (hereinafter referred to as the “Rules”) are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Securities Law of the People’s Republic of China, Commercial Banking Law of the People’s Republic of China, <u>the Code of Corporate Governance for Listed Companies, the Guidelines on Articles of Association of Listed Companies, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Performance Appraisal Measures of Directors and Supervisors for Banking and Insurance Institutions (Trial), the Guidelines on the Work of Board of Supervisors of Commercial Banks</u>, Special Provisions on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies issued by the State Council, Mandatory Provisions for Articles of Association of Companies Listing Overseas, Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as “Articles of Association of the Bank”) and other relevant laws, regulations, rules and regulatory documents.</p>	<p>Add the basis of formulation.</p>

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 2</p>	<p>The Board of Supervisors, as the supervisory body of the Bank, reports to the shareholders' general meeting and exercises supervision over duty performance and diligence of the Board of Directors and senior management personnel as well as well as financial activities of the Bank. Pursuant to the Articles of Association of the Bank, the Board of Supervisors exercises its supervisory power independently according to laws to safeguard legitimate interests of the Bank, shareholders and employees.</p>	<p>The Board of Supervisors, as the supervisory body of the Bank, reports to the shareholders' general meeting and exercises supervision over duty performance and diligence of the Board of Directors and senior management personnel as well as well as financial activities of the Bank. Pursuant to the Articles of Association of the Bank, the Board of Supervisors exercises its supervisory power independently according to laws to safeguard legitimate interests of the Bank, shareholders and, employees, <u>creditors and other stakeholders.</u></p> <p><u>Adhering to the leadership of the Party. Supervisors who are members of the Party Committee should strictly implement the decisions of the Party organization in the decision-making and supervision process, promote information communication between the Party Committee and the Board of Supervisors, and ensure that the leadership of the Party organization is given full play.</u></p>	<p>1. Amended in accordance with the Constitution of the Communist Party of China, the Regulations on the Work of Grassroots Organizations of State-Owned Enterprises of the Communist Party of China (Trial), the Opinions of the Central Committee of the Communist Party of China on Strengthening the Political Construction of the Party and the Opinions on Strengthening the Leadership of the Party in the Improvement of Corporate Governance of Central Enterprises issued by the Office of the Central Committee of the Communist Party of China.</p> <p>2. Performance Appraisal Measures of Directors and Supervisors for Banking and Insurance Institutions (Trial)</p> <p>Article 18 The directors and supervisors who are members of the party committee shall strictly implement the decisions of the party organization in the decision-making and supervision process, promote the communication of information between the party committee and the board of directors and supervisors, and ensure that the leading and core role of the party organization is given full play.</p> <p>3. Guidelines on the Work of the Board of Supervisors of Commercial Banks</p> <p>Article 3 The Board of Supervisors is responsible to the general meeting or shareholders' meeting and aims to</p>

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
			<p>protect the legitimate rights and interests of commercial banks, shareholders, employees, creditors and other stakeholders.</p> <p>4. The powers and functions of the Board of Supervisors are described in details in Article 6.</p>
<p>Article 3</p>	<p>The Board of Supervisors of the Bank shall consist of not less than seven and not more than eleven members, including supervisors who are representatives of shareholders, external supervisors and staff representative supervisors. Not less than one-third of the supervisors shall be taken up by the staff representatives and by the external supervisors of the Bank.</p> <p>There is a chairman and a deputy chairman of the supervisory committee. The appointment and removal of the chairman and vice-chairman of the supervisory committee shall be approved by a vote of at least two-thirds of the members of the supervisory committee.</p> <p>Directors, presidents and other senior management staff may not also serve as supervisors.</p>	<p>The Board of Supervisors of the Bank shall consist of not less than seven and not more than eleven members, including <u>shareholder supervisors</u> supervisors who are representatives of shareholders, external supervisors and staff representative <u>supervisors, of whom, not less than three shall be external supervisors, not less than three shall be staff supervisors and not more than three shall be shareholder supervisors.</u> Not less than one-third of the supervisors shall be taken up by the staff representatives <u>shall be staff supervisors and</u> the external supervisors of the Bank.</p> <p><u>The Board of Supervisors shall have</u> There is a chairman and a deputy chairman <u>may have a</u> of the supervisory committee. The appointment and removal of the chairman and vice-chairman of the <u>Board of Supervisors</u> supervisory committee shall be approved by a vote of at least two-thirds of the members of the supervisory committee.</p> <p>Directors, presidents and other senior management staff may not also serve as supervisors.</p>	<p>1. Amended simultaneously with the Articles of Association of the Bank.</p> <p>2. Corporate Governance Guidelines for Banking and Insurance Institutions</p> <p>Article 67 The board of supervisors of bank and insurance institution shall have at least three members, of whom the proportion of staff supervisors shall not be less than one-third and the proportion of external supervisors shall not be less than one-third.</p> <p>A bank and insurance institution shall clearly specify the composition of the board of supervisors in its articles of association, including the number of shareholder supervisors, external supervisors and staff supervisors. The number of supervisors shall be specific and determined.</p> <p>Article 68 The board of supervisors shall have a chairman and may have a vice-chairman. The chairman and vice chairman of the board of supervisors shall be elected by more than half of all supervisors.</p> <p>3. According to the provisions of Section 1(d) of Appendix 13D of the Rules Governing the Listing of Securities on The Stock Exchange of Hong</p>

APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
			<p>Kong Limited, in addition to the provisions of Article 104 of the Mandatory Provisions, the following provisions shall be added to the voting procedures of the board of supervisors:</p> <p>(i) appointment or dismissal of the chairman of the board of supervisors shall be approved by at least two-thirds (inclusive) of the members of the board of supervisors.</p> <p>(ii) resolutions of the board of supervisors shall be approved by at least two-thirds (inclusive) of the members of the board of supervisors.</p> <p>.....</p>
Article 5	<p>The office of the Board of Supervisors, as its working organisation, is responsible for preparation for its meetings and other daily affairs including meeting agenda, documents, arrangement, minutes and drafting of resolutions of the meetings. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge so as to ensure the performance of the supervisory functions of the Board of Supervisors.</p>	<p>The office of the Board of Supervisors shall establish an office, as its <u>daily</u> working organisation, which is responsible for preparation for its meetings <u>of the Board of Supervisors and the special committees of the Board of Supervisors</u> and other daily affairs including meeting agenda, documents, arrangement, minutes and drafting of resolutions of the meetings. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge so as to ensure the performance of the supervisory functions of the Board of Supervisors.</p>	<p>Streamlined the relevant wordings with reference to the Rules of Procedure of the Board of Directors and the rules of procedure of the board of supervisors in the same industry and based on the actual situation of the Bank.</p>

APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
<p>Article 6</p>	<p>The Board of Supervisors shall exercise the following authority within the scope of the Articles of Association of the Bank:</p> <p>.....</p> <p>(XIV) to regularly evaluate the effectiveness, rationality and efficiency of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>.....</p> <p>(XVI) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management personnel;</p> <p>(XVII) to supervise the remuneration management system and policy of the Bank and the effectiveness and rationality of the remuneration plan of senior management personnel;</p> <p>(XVIII) to communicate regularly with the CBRC about the current situation;</p> <p>.....</p>	<p>The Board of Supervisors shall exercise the following authority within the scope of the Articles of Association of the Bank:</p> <p>.....</p> <p>(XIV) to regularly evaluate the effectiveness, rationality and efficiency stability of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>.....</p> <p>(XVI) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management personnel, and bear the ultimate responsibility for the performance evaluation of the directors and supervisors of the Bank;</p> <p>(XVII) to supervise the implementation of the remuneration management system and policy of the Bank and the effectiveness and rationality of the remuneration plan of senior management personnel;</p> <p>(XVIII) to communicate regularly with the CBIRC about the current situation;</p> <p>.....</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 65 (II) to evaluate the effectiveness, rationality and stability of the development strategy of the company and prepare evaluation reports;</p> <p>(V) to supervise the implementation of the remuneration management system of the company and the effectiveness and rationality of the remuneration plan of senior management personnel;</p> <ol style="list-style-type: none"> 3. Performance Appraisal Measures of Directors and Supervisors for Banking and Insurance Institutions (Trial) <p>Article 4 The board of supervisors of the bank and insurance institution shall be ultimately responsible for the performance evaluation of its directors and supervisors.</p> <ol style="list-style-type: none"> 4. Updated the expression of the name of the regulatory authority based on the actual situation.

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 7	The Board of Directors and senior management personnel shall accept the supervision of the Board of Supervisors, and shall neither obstruct nor hinder the activities of the Board of Supervisors conducted in accordance with its authority of office.	The Board of Directors and senior management <u>and its</u> personnel shall accept the supervision of the Board of Supervisors, and shall neither obstruct nor hinder the activities of the Board of Supervisors conducted in accordance with its authority of office.	Optimized the expression of words.
Article 9	In the course of performing its duties, the Board of Supervisors shall be entitled to understand the situation through relevant personnel and parties of the Bank. The relevant personnel and parties of the Bank shall cooperate accordingly. 	<p><u>The Board of Supervisors may perform its duties by taking the following methods such as off-site monitoring, examination, attending meetings, visits and symposia, reviewing reports, investigations, questionnaires, conducting audit on resignations, and appointing a third-party professional entity to assist its work.</u></p> <p><u>The Board of Supervisors shall have the right to use all the operational and management information system of the Bank according to the needs for performance of its duties.</u></p> <p>In the course of performing its duties, the Board of Supervisors shall be entitled to understand the situation through relevant personnel and parties of the Bank. The relevant personnel and parties of the Bank shall cooperate accordingly. </p>	<p>Guidelines for the Board of Supervisors of Commercial Bank</p> <p>Article 16 The board of supervisors may perform its duties by taking the following methods such as off-site monitoring, examination, attending meetings, visits and symposia, reviewing reports, investigations, questionnaires, conducting audit on resignations, and appointing a third-party professional entity to assist its work.</p> <p>The board of supervisors shall have the right to use all the operational and management information of the commercial bank according to the needs for performance of its duties.</p>
Article 12	Should the Board of Supervisors become aware of any acts of the Board of Directors, senior management and its members violating the laws, regulations, rules, regulatory documents, the Articles of Association of the Bank or board resolutions, the Board of Supervisors shall demand rectification within a given time frame and propose to hold the relevant responsible persons accountable for their acts. Should the	Should the Board of Supervisors become aware of any acts of the Board of Directors, senior management and its members violating the laws, regulations, rules, regulatory documents, the Articles of Association of the Bank or board resolutions, the Board of Supervisors shall demand rectification within a given time frame and propose to hold the relevant responsible persons accountable for their acts. Should the	Updated the expression of the name of the regulatory authority based on the actual situation.

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	Board of Directors, senior management and its members reject the resolutions, opinions or recommendations of the Board of Supervisors, or delay in taking corresponding remedial actions, the Board of Supervisors shall be entitled to report the case to the shareholders' general meeting or propose to convene an extraordinary general meeting and, if necessary, report to China Banking Regulatory Commission.	Board of Directors, senior management and its members reject the resolutions, opinions or recommendations of the Board of Supervisors, or delay in taking corresponding remedial actions, the Board of Supervisors shall be entitled to report the case to the shareholders' general meeting or propose to convene an extraordinary general meeting and, if necessary, report to China Banking Regulatory Commission CBIRC .	
Article 13	The chairman of the Board of Supervisors shall exercise the following authority:	The <u>chairman of the Board of Supervisors</u> shall exercise the following authority:	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 68 The board of supervisors shall have a chairman and may have a vice chairman. The chairman and vice chairman of the board of supervisors shall be elected by a majority of all supervisors.</p>
Article 14	The vice-chairman of the Board of Supervisors shall assist the chairman of the Board of Supervisors on the job. In the event that the chairman of the Board of Supervisors fails to or is unable to perform his/her functions of office, the vice-chairman of the Board of Supervisors shall exercise the functions of office on his/her behalf. In the event that the vice-chairman of the Board of Supervisors fails to or is unable to perform his/her functions of office, more than half of the supervisors shall jointly elect a supervisor to perform the functions of office.	The <u>vice-chairman of the Board of Supervisors</u> shall assist the <u>chairman of the Board of Supervisors</u> on the job. In the event that the <u>chairman of the Board of Supervisors</u> fails to or is unable to perform his/her functions of office, the <u>vice-chairman of the Board of Supervisors</u> shall exercise the functions of office on his/her behalf. In the event that the <u>vice-chairman of the Board of Supervisors</u> fails to or is unable to perform his/her functions of office, more than half of the supervisors shall jointly elect a supervisor to perform the functions of office.	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 68 The board of supervisors shall have a chairman and may have a vice chairman. The chairman and vice chairman of the board of supervisors shall be elected by a majority of all supervisors.</p>

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
Article 17	The Board of Supervisors shall at least convene one regular meeting quarterly. The notice of meeting shall be sent to all supervisors in writing ten days before convening the meeting.	The Board of Supervisors shall at least convene one regular meeting quarterly. <u>The Board of Supervisors shall hold at least four meetings every year and at least one meeting every six months.</u> The notice of meeting shall be sent to all supervisors in writing ten days before convening the meeting.	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 70 The board of supervisors shall hold at least four meetings every year. The supervisors may propose to convene an extraordinary meeting of the board of supervisors.</p> <ol style="list-style-type: none"> 3. Guidelines on Articles of Association of Listed Companies (2022 Revision) <p>Article 146 The board of supervisors shall hold at least one meeting every six months. The supervisors may propose to convene an extraordinary meeting of the board of supervisors.</p>
Article 18	In case of having one of the following situations, the chairman of the Board of Supervisors shall convene an extraordinary Board of Supervisors' meeting within ten days: (I) upon the proposal of the chairman of the Board of Supervisors; 	In case of having one of the following situations, the <u>chairman of the Board of Supervisors</u> shall convene an extraordinary Board of Supervisors' meeting within ten days: (I) upon the proposal of the <u>chairman of the Board of Supervisors</u> ; 	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 68 The board of supervisors shall have a chairman and may have a vice chairman. The chairman and vice chairman of the board of supervisors shall be elected by a majority of all supervisors.</p>

APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
<p>Article 19</p>	<p>If an extraordinary board meeting is proposed in accordance with the preceding article, a written proposal signed (sealed) by the proponent shall be submitted through the office of the Board of Supervisors or directly to the Chairman. The written proposal shall include:</p> <p>.....</p> <p>The content of the proposal shall comply with the Rules. The office of the Board of Supervisors shall pass the written proposal to the Chairman in time after receiving it. The Chairman may require the proponent to revise or supplement if the content of the proposal is considered not clear or not specific.</p>	<p>If an extraordinary board meeting is proposed in accordance with the preceding article, a written proposal signed (sealed) by the proponent shall be submitted through the office of the Board of Supervisors or directly to the Chairman <u>of the Board of Supervisors</u>. The written proposal shall include:</p> <p>.....</p> <p>The content of the proposal shall comply with the Rules. The office of the Board of Supervisors shall pass the written proposal to the Chairman <u>of the Board of Supervisors</u> in time after receiving it. The Chairman <u>of the Board of Supervisors</u> may require the proponent to revise or supplement if the content of the proposal is considered not clear or not specific.</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 68 The board of supervisors shall have a chairman and may have a vice chairman. The chairman and vice chairman of the board of supervisors shall be elected by a majority of all supervisors.</p>
<p>Article 20</p>	<p>The meetings of the Board of Supervisors may be held through on-site meeting, communication methods such as telephone and video conference, or circulation of written proposal. Regular board meetings shall be held through on-site meeting, which shall be presided over by the chairman of the meeting. Extraordinary board meetings shall be held through on-site meeting, if possible, and may be held through other methods, at which resolutions may be passed, subject to the full and adequate expression of opinions by the directors.</p> <p>A meeting is held through communication methods when more than half of directors participate in the meeting via telephone, video or other communication means. A meeting is held through circulation of written proposal when a proposal is</p>	<p>The meetings of the Board of Supervisors may be held through on-site meeting, communication methods such as telephone and video conference, or circulation of written proposal. Regular board meetings shall be held through on-site meeting, which shall be presided over by the chairman of the meeting. Extraordinary board meetings shall be held through on-site meeting, if possible, and may be held through other methods, at which resolutions may be passed, subject to the full and adequate expression of opinions by the directors.</p> <p><u>On-site meeting refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants. A meeting is held through communication methods when more than half of directors participate in</u></p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 70 Resolutions of the board of supervisors may be made through on-site meeting and circulation of written proposal.</p> <p>Article 114 The term “on-site meeting” in the Guidelines refers to a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants.</p> <p>The term “circulation of written proposal” in the Guidelines refers to the meeting method in which</p>

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
	separately delivered to, or circulated among the directors for consideration and decision.	the meeting via telephone, video or other communication means. A meeting is held through circulation of written proposal resolution when a proposal is separately delivered to, or circulated among the directors for consideration and decision.	resolution is made by separately serving it for consideration or circulating it for consideration.
Article 27	In principle, a proposal not stated in the notice of meeting shall not be considered at the meeting of the Board of Supervisors. In case of new proposal in special circumstances, the new proposal shall be served in writing on all supervisors three days prior to the meeting. Written consent from more than half of all supervisors is required for submitting the new proposal to the meeting of the Board of Supervisors for consideration.	<p><u>After a written notice on regular meeting of the Board of Supervisors is issued, if the time or venue or such other details of the meeting needs to be changed or the proposals for the meeting need to be supplemented, revised or cancelled, a written notice on changes specifying the circumstances, the relevant details of the new proposals and other relevant materials shall be distributed three days before the original date of the meeting. If the meeting is less than three days away, the meeting shall be correspondingly postponed or held as originally scheduled with the unanimous approval of all supervisors attending the meeting.</u></p> <p><u>After a notice on the extraordinary meeting of the Board of Supervisors is issued, if the time or venue or such other details of the meeting needs to be changed or the proposals for the meeting need to be supplemented, revised or cancelled, the approval of all supervisors attending the meeting shall be obtained in advance and the corresponding records shall be made.</u></p> <p>In principle, a proposal not stated in the notice of meeting shall not be considered at the meeting of the Board of Supervisors. In case of new proposal in special circumstances, the new proposal shall be served in writing on all supervisors three days prior to</p>	Further clarified the handling of changes in matters related to the meetings of the Board of Supervisors according to the actual work needs, and with reference to the amendments made in the industry.

APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Articles	Before amendment	After amendment	Basis
		<p>the meeting. Written consent from more than half of all supervisors is required for submitting the new proposal to the meeting of the Board of Supervisors for consideration.</p>	
<p>Article 43</p>	<p>The minutes shall be taken for the Board of Supervisors’ meeting. The supervisors shall be entitled to request to have some sort of descriptive record of his/her saying at the meeting. The minutes of the Board of Supervisors’ meeting as the file of the Bank shall be kept permanently by the office of the Board of Supervisors.</p>	<p>The minutes shall be taken for the Board of Supervisors’ on-site meeting. The supervisors shall be entitled to request to have some sort of descriptive record of his/her saying at the meeting. <u>The supervisors attending the meeting and recorder shall sign on the minutes. The Bank shall timely submit the minutes and resolutions of the Board of Supervisors to the regulatory bodies.</u> The minutes of the Board of Supervisors’ meeting as the file of the Bank shall be kept permanently by the office of the Board of Supervisors.</p>	<ol style="list-style-type: none"> 1. Amended simultaneously with the Articles of Association of the Bank. 2. Corporate Governance Guidelines for Banking and Insurance Institutions <p>Article 7 Paragraph 4 Bank and insurance institution shall timely submit the minutes, resolutions and other documents of the general meeting of shareholders, the meeting of the board of directors and the meeting of the board of supervisors to the regulatory authorities.</p> <p>Article 71 The board of supervisors shall make minutes of the decisions on the matters discussed at the on-site meeting, and the supervisors attending the meeting shall sign on the minutes. The meeting minutes shall be kept for a permanent period.</p>
<p>Article 47</p>	<p>Each resolution of the Board of Supervisors’ shall be implemented or supervised by the designated Supervisors. The designated Supervisors shall record the implementation of the resolution and report the final implementation result to the Board of Supervisors.</p>	<p>Each resolution <u>Resolution</u> of the Board of Supervisors’ shall be implemented or supervised by the designated Supervisors <u>designated by the Chairman of the Board of Supervisors or by the office of the Board of Supervisor.</u> The designated Supervisors shall record the implementation of the resolution, and report the final implementation result to the <u>the implementation of the resolution shall be reported to</u> Board of Supervisors <u>on a regular basis.</u></p>	<p>Further clarified the resolution of the Board of Supervisors to implement the relevant requirements according to the actual work needs, and with reference to the amendments made in the industry.</p>

**APPENDIX IV COMPARISON TABLE OF THE AMENDMENTS TO THE RULES OF PROCEDURES
OF THE BOARD OF SUPERVISORS OF CHINA EVERBRIGHT BANK COMPANY LIMITED**

Articles	Before amendment	After amendment	Basis
<p>Article 50</p>	<p>Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.</p>	<p><u>This Rule is an appendix to the Articles of Association of the Bank.</u> Unless otherwise specified, the meaning of the terms used in the Rules shall be the same as that in the Articles of Association of the Bank.</p>	<p>Guidelines on Articles of Association of Listed Companies (2022 Revision)</p> <p>Article 147</p> <p>.....</p> <p><i>Note: The rules of procedure of the board of supervisors stipulate the convening and voting procedures of the board of supervisors. The rules of procedure of the board of supervisors shall be listed in the articles of association or as an appendix to the articles of association, which shall be proposed by the board of supervisors and approved by the general meeting of shareholders.</i></p>
<p>Article 53</p>	<p>Unless otherwise provided in the Rules, references in the Rules to “above”, “within” and “below” shall include the stated figures, while references to “under”, “beyond”, “exceed” and “more than” shall exclude the stated figures.</p>	<p>Unless otherwise provided in the Rules, references in the Rules to “above”, “within” and “below” shall include the stated figures, while references to “under”, “beyond” <u>“less than”</u>, “exceed” and “more than” shall exclude the stated figures.</p>	<p>Adjusted according to the actual situation of the full text.</p>

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING



中國光大銀行股份有限公司

China Everbright Bank Company Limited

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

(Stock code: 6818)

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 second extraordinary general meeting (the “EGM”) of China Everbright Bank Company Limited (the “Company”) will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Friday, 23 December 2022 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions:

SPECIAL RESOLUTIONS

1. The resolution on the plan and authorization of the issuance of financial bonds of China Everbright Bank Company Limited
2. The resolution on the amendments to the Articles of Association of China Everbright Bank Company Limited
3. The resolution on the amendments to the Rules of Procedures of the General Meeting of China Everbright Bank Company Limited
4. The resolution on the amendments to the Rules of Procedures of the Board of Directors of China Everbright Bank Company Limited
5. The resolution on the amendments to the Rules of Procedures of the Board of Supervisors of China Everbright Bank Company Limited

**The Board of Directors of
China Everbright Bank Company Limited**

Beijing, the PRC
7 November 2022

As at the date of this notice, the Executive Directors of the Company are Mr. Fu Wanjun and Mr. Qu Liang; the Non-executive Directors are Mr. Wang Jiang, Mr. Wu Lijun, Mr. Yao Zhongyou, Mr. Yao Wei, Mr. Liu Chong and Mr. Li Wei; and the Independent Non-executive Directors are Mr. Wang Liguoguo, Mr. Shao Ruiqing, Mr. Hong Yongmiao, Mr. Li Yinquan, Mr. Han Fuling and Mr. Liu Shiping.

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

- (1) For further details on each of the proposed resolutions, please refer to the circular of the Company dispatched to Shareholders on Monday, 7 November 2022.

(2) **Closure of register of members and eligibility for attending the EGM**

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Wednesday, 23 November 2022 to Friday, 23 December 2022 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Friday, 23 December 2022 are entitled to attend the EGM.

Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 22 November 2022.

(3) **Proxy**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a Shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the Shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H Share registrar of the Company by hand or by post not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 9:30 a.m. on Thursday, 22 December 2022) or any adjournment thereof (as the case may be) by holders of H Shares. The H Share registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM if he so wishes, but in such event the proxy form shall be deemed to be revoked.

(4) **Reply slip**

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip by hand or by fax or post to the Company’s Board of Directors’ Office or Computershare Hong Kong Investor Services Limited on or before Friday, 2 December 2022. The Company’s Board of Directors’ Office is located at Room 1015, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC (Tel: (86 10) 6363 6388, Fax: (86 10) 6363 6713). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

- (5) The above resolutions will be voted by way of poll.

(6) **Other issues**

Shareholders (in person or by proxy) attending the EGM are responsible for their own expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

Registration for admission to the EGM will take place from 9:00 a.m. to 11:30 a.m. and 1:30 p.m. to 5:00 p.m. on Friday, 16 December 2022 at the Company's Board of Directors' Office. Shareholders (in person or by proxy) attending the EGM who have not registered for admission to the EGM during the aforementioned periods in this paragraph shall register for admission at the venue of the EGM on the date of the EGM and produce their identification documents.

- (7) References to dates and time in this notice are to Hong Kong dates and time.