THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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BQD 青岛银行

Bank of Qingdao Co., Ltd.*

青島銀行股份有限公司*

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

(H Shares Stock Code: 3866)

PROPOSED ELECTION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND CERTAIN RULES OF PROCEDURE AND NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

The letter from the Board is set out on pages 3 to 10 of this circular.

The Bank will hold the 2023 First EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Friday, 10 February 2023. The notice of the 2023 First EGM dated 19 January 2023 and related proxy form have been despatched to the Shareholders pursuant to the Hong Kong Listing Rules.

If you intend to attend and/or vote at the 2023 First EGM, you are required to complete such proxy form in accordance with the instructions printed thereon and return it to the H Share Registrar (for H Shareholder(s)) or the Bank's PRC registered office and principal place of business (for A Shareholder(s)) not less than 24 hours before the designated time for convening the related meeting or any adjournment thereof. Completion and return of the proxy form shall not affect your right to attend or vote at such meeting or any adjournment thereof in person.

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

19 January 2023

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NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING 107

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

"2023 First EGM" or "EGM"	the 2023 first extraordinary general meeting of the Bank to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC at 9:00 a.m. on Friday, 10 February 2023
"A Share(s)"	the Bank's ordinary shares of RMB1.00 each, which are listed on the Shenzhen Stock Exchange (stock code: 002948) and traded in RMB
"A Shareholder(s)"	holder(s) of A Shares
"Articles of Association"	the Articles of Association of Bank of Qingdao Co., Ltd.
"Bank"	Bank of Qingdao Co., Ltd.
"Board" or "Board of Directors"	the board of Directors of the Bank
"Board of Supervisors"	the board of supervisors of the Bank
"Director(s)"	the director(s) of the Bank
"H Share Registrar"	Computershare Hong Kong Investor Services Limited
"H Shareholder(s)"	holder(s) of H Shares
"H Share(s)"	overseas listed foreign shares of RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange (stock code: 03866) and traded in Hong Kong dollars
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited

"PRC"	the People's Republic of China, excluding, for the purposes of this circular, Hong Kong, Macau Special Administrative Region and Taiwan
"Qingdao Office of CBIRC"	the Qingdao Office of the China Banking and Insurance Regulatory Commission
"RMB"	Renminbi, the lawful currency of the PRC
"Rules of Procedure of the Board of Directors"	the Rules of Procedure of the Board of Directors of Bank of Qingdao Co., Ltd.
"Rules of Procedure of the Board of Supervisors"	the Rules of Procedure of the Board of Supervisors of Bank of Qingdao Co., Ltd.
"Rules of Procedure for the Shareholders' General Meetings"	the Rules of Procedure for the Shareholders' General Meetings of Bank of Qingdao Co., Ltd.
"Share(s)"	A Shares and/or H Shares of the Bank
"Shareholder(s)"	holder(s) of Shares

In case of any discrepancy between the Chinese and English versions of this circular, the Chinese version shall prevail.

BQD 青岛银行

Bank of Qingdao Co., Ltd.*

青島銀行股份有限公司*

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

(H Shares Stock Code: 3866)

Members of the Board:

Executive Directors:
JING Zailun *(Chairman)*
LIU Peng

Non-executive Directors:
ZHOU Yunjie
Rosario STRANO
TAN Lixia
Marco MUSSITA
DENG Youcheng

Independent Non-executive Directors:
Simon CHEUNG
FANG Qiaoling
Tingjie ZHANG
XING Lecheng
ZHANG Xu

Registered Address and Address of Head Office:
Building No. 3, No. 6 Qinling Road
Laoshan District
Qingdao, Shandong Province
the PRC

Address of the Registered Office in Hong Kong:
31st Floor, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

To the Shareholders

PROPOSED ELECTION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND CERTAIN RULES OF PROCEDURE
AND
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

References are made to the announcements of the Bank dated 18 January 2023 in relation to (among other things) the resignation of executive Director and president, the resignation of independent non-executive Director, the nomination of executive Director and independent non-executive Director, proposed amendments to the Articles of Association and certain rules of procedure. The Board of Directors invites you to attend the 2023 First EGM to be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Friday, 10 February 2023. This circular aims to provide further information on matters set out above.

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II. MATTERS TO BE CONSIDERED AT THE 2023 FIRST EGM

1. Proposed Election of Executive Director

The Board nominates Mr. Wu Xianming ("**Mr. Wu**") as a candidate for executive Director of the eighth session of the Board. After the appointment of Mr. Wu as an executive Director of the Bank being considered and approved by the EGM, his qualification for office is still subject to the approval of the Qingdao Office of CBIRC. His term of office shall commence from the date of approval on his qualification by the Qingdao Office of CBIRC until the expiry of the term of office of the eighth session of the Board.

The biographical details of Mr. Wu which are required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules are set out as follows:

Mr. Wu Xianming, born in April 1972, has obtained his bachelor's degree in economics from Renmin University of China and master's degree in economics from Shenzhen Financial and Engineering School of Nankai University (南開大學深圳金融工程學院). He is a senior economist.

Mr. Wu worked at Agricultural Bank of China from July 1995 to December 2022. From July 1995 to December 2008, he sequentially served as an officer of the personnel division, associate chief officer of the personnel and education division, deputy director (presiding over the section) of organization cadres section under the personnel and education division and director of organization cadres section under the personnel division, deputy director of the party committee organization department, vice general manager of the human resources department, deputy director of the party committee office/office, deputy director of the party committee publicity department (presiding over the department), director of the party committee office/office, and director of the party committee publicity department of Agricultural Bank of China Shenzhen Branch (中國農業銀行深圳市分行). From December 2008 to August 2014, he has served as the secretary of the party committee and president of Agricultural Bank of China Shenzhen Guomao Branch (中國農業銀行深圳市國貿支行). From August 2014 to September 2016, he has sequentially served as principal and general manager of credit administration department of Agricultural Bank of China Shenzhen Branch (中國農業銀行深圳市分行), a member and the secretary of the party committee and president of Agricultural Bank of China Shenzhen Bao'an Branch (中國農業銀行深圳市寶安支行). From September 2016 to August 2021, he has served as a member of the party committee and vice president of Agricultural Bank of China Qingdao Branch (中國農業銀行青島市分行). From August 2021 to December 2022, he has served as a member of the party committee and vice president of Agricultural Bank of China Tibet Autonomous Region Branch (中國農業銀行西藏自治區分行).

The Bank will enter into a service contract with Mr. Wu. During his tenure as an executive Director of the Bank, the remuneration shall be determined in accordance with the administrative measures on the remuneration and performance of senior management of the Bank, which mainly consists of basic remuneration, performance-based remuneration, welfare income, etc. Among which, the performance-based remuneration shall be determined according to the completion of the Bank's performance and the individual's annual assessment results and be paid upon consideration and approval by the Board. Mr. Wu will not receive additional director allowance from the Bank for serving as an executive Director of the Bank.

Save as disclosed above, Mr. Wu has not held any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years, nor held any other position in the Bank or its subsidiaries. He does not have any relationship with any other Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank nor any interest in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this circular, Mr. Wu does not have any other information that is required to be disclosed under Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor any matters that are required to be disclosed under the abovementioned rules at present or in the past. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

The above resolution is subject to approval of the Shareholders by way of ordinary resolution at the EGM.

2. Proposed Election of Independent Non-executive Director

The Board nominates Mr. Cheung Man Chor, Elton ("**Mr. Cheung**") as a candidate for independent non-executive Director of the eighth session of the Board. After the appointment of Mr. Cheung as an independent non-executive Director of the Bank being considered and approved by the EGM, his qualification for office is still subject to the approval of the Qingdao Office of CBIRC. His term of office shall commence from the date of approval on his qualification by the Qingdao Office of CBIRC until the expiry of the term of office of the eighth session of the Board.

The biographical details of Mr. Cheung which are required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules are set out as follows:

Mr. Cheung Man Chor, Elton, born in September 1972, obtained double bachelor's degree in economics and law from the University of Sydney in Australia. He is qualified to practice law in Hong Kong, England and Wales, and New South Wales, Australia and licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) by the Securities and Futures Commission of Hong Kong.

Mr. Cheung joined Herbert Smith Freehills as a solicitor in May 1997. He served as a senior attorney in Freshfields Bruckhaus Deringer from January 1998 to September 2006; successively served as a senior legal counsel for Asia Pacific region of private investment management division under the law compliance department, managing director and chief legal officer of Greater China and managing director of corporate governance department and chief operating officer of China in Morgan Stanley from September 2006 to April 2017; and served as a senior partner and chief executive officer in JIDA Capital from February 2018 to August 2020. Mr. Cheung has served as a chief strategy officer and chief legal officer of VMS Group from May 2021 to present and acted as a group partner since April 2022.

The Bank will enter into a service contract with Mr. Cheung. During his tenure as an independent non-executive Director of the Bank, Mr. Cheung will receive independent non-executive director allowance of RMB120,000 per year and a subsidy of RMB5,000 for each meeting attended. These allowance and subsidy are determined in accordance with applicable laws, regulations and relevant remuneration policy of the Bank. Apart from the aforesaid allowance and subsidy, Mr. Cheung will not receive any other remuneration from the Bank.

Save as disclosed above, Mr. Cheung has not held any directorship in any public companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years, nor held any other position in the Bank or its subsidiaries. He does not have any relationship with any other Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank nor any interest in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Regarding the proposed nomination of Mr. Cheung as a candidate for the independent non-executive Director of the Board, the Nomination Committee of the Board and the Board of the Bank have complied with requirements for the Director's qualifications and electoral procedures under the Articles of Association. In the light of the actual situation of the Bank, and taking into account the candidate's professional experience, skills and knowledge, the possibility of the independent non-executive Director candidate in improving the efficiency of the Board, and the time may be devoted to the Bank by such candidate, the Nomination Committee of the Board of the Bank nominated Mr. Cheung as the candidate of independent non-executive Director.

Mr. Cheung possesses professional expertise in law. The Board believes that Mr. Cheung is competent to give objective, independent and sufficient opinions and analysis in terms of compliance, market operation, corporate management and other aspects by virtue of his extensive experience and knowledge. Furthermore, he can contribute to the diversity of the Board's structure on various aspects, including culture, professional skills and qualifications.

Mr. Cheung has confirmed his independence in accordance with the factors set out in Rule 3.13 of the Hong Kong Listing Rules. After assessing the independence of Mr. Cheung in accordance with the independence guidelines as set out in Rule 3.13 of the Hong Kong Listing Rules, the Nomination Committee of the Board and the Board of the Bank are of the view that such candidate meets the independence criteria set out in Rule 3.13 of the Hong Kong Listing Rules and confirm that he is an independent person.

Save as disclosed in this circular, Mr. Cheung does not have any other information that is required to be disclosed under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Hong Kong Listing Rules, nor any other matters that are required to be disclosed under the abovementioned rules at present or in the past. Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

The above resolution is subject to the approval of the Shareholders by way of ordinary resolution at the EGM.

3. Proposed Amendments to the Articles of Association

The Board has agreed the amendments to the Articles of Association (please refer to Appendix I of this circular for details), and agreed to authorize the chairman of the Board to handle matters regarding the amendments to the Articles of Association. Such matters shall include, but not limited to, make appropriate and necessary amendments or adjustments to the Articles of Association based on the opinions of the regulatory authorities, and complete necessary procedures with banking regulatory authority for approval and business registration, filing and other matters as required for the amendments of Articles of Association.

The amendments to the Articles of Association, upon the consideration and approval of the Bank's general meeting, shall come into effect subject to the approval from the banking regulatory authority.

The above resolution is subject to the approval of the Shareholders by way of special resolution at the EGM.

4. Proposed Amendments to the Rules of Procedure for the Shareholders' General Meetings

The Board has agreed the amendments to the Rules of Procedure for the Shareholders' General Meetings (please refer to Appendix II of this circular for details), and agreed to authorize the chairman of the Board to make appropriate and necessary amendments or adjustments to the amendments to the Rules of Procedure for the Shareholders' General Meetings based on the opinions of the regulatory authorities and the actual situation of the Bank.

The amended Rules of Procedure for the Shareholders' General Meetings, upon the consideration and approval of the Bank's general meeting, shall come into effect together with the amended Articles of Association.

The above resolution is subject to the approval of the Shareholders by way of special resolution at the EGM.

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

The Board has agreed the amendments to the Rules of Procedure of the Board of Directors (please refer to Appendix III of this circular for details), and agreed to authorize the chairman of the Board to make appropriate and necessary amendments or adjustments to the amendments to the Rules of Procedure of the Board of Directors based on the opinions of the regulatory authorities and the actual situation of the Bank.

The amended Rules of Procedure of the Board of Directors, upon the consideration and approval of the Bank's general meeting, shall come into effect together with the amended Articles of Association.

The above resolution is subject to the approval of the Shareholders by way of special resolution at the EGM.

6. Proposed Amendments to the Rules of Procedure of the Board of Supervisors

The Board of Supervisors has agreed the Amendments to the Rules of Procedure of the Board of Supervisors (please refer to Appendix IV of this circular for details), and agreed to authorize the chief supervisor to make appropriate and necessary amendments or adjustments to the amendments to the Rules of Procedure of the Board of Supervisors based on the opinions of the regulatory authorities and the actual situation of the Bank.

The amended Rules of Procedure of the Board of Supervisors, upon the consideration and approval of the Bank's general meeting, shall come into effect together with the amended Articles of Association.

The above resolution is subject to the approval of the Shareholders by way of special resolution at the EGM.

III. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Bank. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

IV. THE 2023 FIRST EGM

The Bank intends to convene the 2023 First EGM at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the PRC, at 9:00 a.m. on Friday, 10 February 2023 to consider and, if thought fit, to pass matters as set out in the notice of the 2023 First EGM. The notice of the 2023 First EGM and related proxy form have been published pursuant to the Hong Kong Listing Rules. The notice of the 2023 First EGM is set out on pages 107 to 109 of this circular.

If you intend to attend the 2023 First EGM, you are required to complete and return the form(s) of proxy(ies). Completion and return of such form(s) of proxy(ies) will not preclude you from attending and voting in person at the 2023 First EGM or at any adjournment.

Closure of Register of Members and Eligibility to Attend and Vote at the 2023 First EGM

The share register of members of the Bank will be closed from Tuesday, 7 February 2023 to Friday, 10 February 2023 (both days inclusive), during which period no Share transfer will be registered. In order to be eligible to attend and vote at the 2023 First EGM, H Shareholders of the Bank must lodge the Share transfer documents accompanied by the relevant Share certificates and other appropriate documents with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 6 February 2023. Shareholders whose names appear in the share register of members of the Bank on Tuesday, 7 February 2023 will be eligible to attend and vote at the 2023 First EGM.

V. METHODS OF VOTING AT THE 2023 FIRST EGM

Pursuant to the requirements of Rule 13.39(4) of the Hong Kong Listing Rules, voting by the Shareholders at the 2023 First EGM shall be taken by the way of poll.

To the best knowledge of the Bank, no Shareholder or its associate is deemed to have a material interest in any of the resolutions at the 2023 First EGM, and therefore no Shareholder is required to abstain from voting on any resolutions.

Please be advised that pursuant to Article 62 of the Articles of Association, if you pledge 50% or more of your equity interests in the Bank, your voting rights at the 2023 First EGM shall be subject to restrictions.

VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the 2023 First EGM are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions to be proposed at the 2023 First EGM.

By order of the Board
Bank of Qingdao Co., Ltd.*
Jing Zailun
Chairman

Qingdao, Shandong Province, the PRC
19 January 2023

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COMPARISON CHART OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BANK OF QINGDAO CO., LTD.

No.	Current Articles	Amended Articles
1	**Article 1** For the purpose of protecting the legitimate rights and interests of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), its shareholders and creditors, and of standardizing the organization and activities of the Bank, these Articles of Association of the Bank (hereinafter referred to as the "Articles") are hereby formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, the Commercial Banking Law of the People's Republic of China(hereinafter referred to as the "Commercial Banking Law"), the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies(hereinafter referred to as the "Special Regulations"), the Mandatory Provisions for Articles of Association of Companies Listing Abroad, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") as well as other relevant laws, administrative regulations, departmental rules and regulatory documents.	**Article 1** For the purpose of protecting the legitimate rights and interests of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), its shareholders and creditors, and of standardizing the organization and activities of the Bank, these Articles of Association of the Bank (hereinafter referred to as the "Articles") are hereby formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China **(hereinafter referred to as the "Securities Law")**, the Commercial Banking Law of the People's Republic of China (hereinafter referred to as the "Commercial Banking Law"), **The Corporate Governance Standards for Banking and Insurance Institutions, Guidance for the Articles of Listed Company,** the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies ~~(hereinafter referred to as the "Special Regulations")~~, the Mandatory Provisions for Articles of Association of Companies Listing Abroad, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") as well as other relevant laws, administrative regulations, departmental rules and regulatory documents.

No.	Current Articles	Amended Articles
2	**Article 14** In accordance with the Constitution of the Communist Party of China, the Bank shall establish a committee for the Communist Party of China (the "Party Committee") and the grass-roots Party organization to carry out work of the Party. The organizational structure of the Party organization and its staffing shall be incorporated into the administrative organs and the establishment of the Bank. The Bank shall include expenses of the Party organization in the Bank's budget, which will be credited to the Bank's management fee. The Party organization shall assume major responsibilities for the research, planning, implementation and monitoring work of the establishment of the Party. The Board of Directors, the Supervisory Committee and the senior management of the Bank shall support the Party organization of the Bank to perform its duties and initiate its job. The Board of Directors, the Supervisory Committee and the senior management party members shall actively support and participate in the establishment of the Party.	**Article 14** In accordance with the Constitution of the Communist Party of China, the Bank shall establish a committee for the Communist Party of China (the "Party Committee") and the grass-roots Party organization to carry out work of the Party. The organizational structure of the Party organization and its staffing shall be incorporated into the administrative organs and the establishment of the Bank. The Bank shall include expenses of the Party organization in the Bank's budget, which will be credited to the Bank's management fee. The Party organization shall assume major responsibilities for the research, planning, implementation and monitoring work of the establishment of the Party. The Board of Directors, the Supervisory Committee and the senior management of the Bank shall support the Party organization of the Bank to perform its duties and initiate its job. The Board of Directors, the Supervisory Committee and the senior management party members shall actively support and participate in the establishment of the Party. **The Party Committee of the Bank shall have one secretary, several other members. The chairman of the Board of Directors shall be assumed by the same person, and the president who is also a party member shall serve as the Party Committee's deputy secretary. According to the leadership mechanism of "Dual Entry and Cross Appointment", qualified Party Committee members may join the Board of Directors, the Board of Supervisors and the senior management through legal procedures, and qualified Party members at the Board of Directors, the Board of Supervisors and the senior management may join the Party Committee pursuant to relevant provisions and procedures.**

No.	Current Articles	Amended Articles
		The Party Committee of the Bank shall give full play to its leading role in guiding the direction, managing the overall situation and promoting implementation, and formulate and improve the list of matters for the Party Committee for discussion of major operation and management issues in advance based on the actual situation of the Bank. For major operation and management matters that require to be decided by the Board of Directors and senior management, the Party Committee shall conduct research and discussions before the Board of Directors or senior management makes a decision. **The Party Committee of the Bank performs the following duties in accordance with the Constitution of the Communist Party of China and other internal party regulations:** **(I) strengthening the political integrity of the Bank's Party Committee, upholding and implementing the fundamental system, basic system and important system of socialism with Chinese characteristics, and educating and guiding all the Party members to always maintain a high degree of consistency with the Central Committee of CPC with Comrade Xi Jinping as its core in their political stance, political direction, political principles and political road;** **(II) studying and implementing Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era in a deep-reaching manner, studying and publicizing the Party's theories, implementing the Party's guidelines, principles and policies, and supervising and ensuring the successful implementation of major decisions and deployments of the Party's Central Committee and resolutions of higher Party organizations in the Bank;**

No.	Current Articles	Amended Articles
		(III) studying and discussing the major operational and management issues of the Bank, and supporting the Shareholders' general meeting, the Board of Directors, the Supervisory Committee and the senior management to exercise their powers in accordance with the law; **(IV) strengthening the leadership and control over the selection and appointment of talent of the Bank, as well as the development of groups of leaders, cadres and talent of the Bank;** **(V) fulfilling the principal responsibilities of the Bank in Party style and integrity construction, leading and supporting the internal discipline inspection organizations to perform their duties of supervision, disciplining and accountability, strictly affirming political discipline and rules, and promoting the extension of strict governance of the Party down to the grassroots level;** **(VI) strengthening the construction of grassroots party organizations and party members, uniting and leading the masses of employees to actively participate in the reform and development of the Bank;** **(VII) leading the Bank's ideological and political work, spiritual civilization construction and united front work, leading the trade unions, Communist Youth League, women's organizations and other mass organizations of the Bank;** **(VIII) other relevant important matters within the scope of the Party Committee's duties.**

No.	Current Articles	Amended Articles
3	**Article 16** Upon approval by the relevant competent regulatory authorities of the State and registration pursuant to the laws, the business scope of the Bank includes: (1) receiving deposit from the public; (2) granting short-term, medium-term and long-term loans; (3) handling settlement within and outside of China; (4) handling bills discounting and rediscounting; (5) issuing financial bonds; (6) acting as agents in issuance and honoring and underwriting of government bonds and financial bonds;	**Article 16** Upon approval by the relevant competent regulatory authorities of the State and registration pursuant to the laws, the business scope of the Bank includes: (1) receiving deposit from the public; (2) granting short-term, medium-term and long-term loans; (3) handling settlement within and outside of China; (4) handling bills discounting and rediscounting; (5) issuing financial bonds; (6) acting as agents in issuance and honoring and underwriting of government bonds and financial bonds;

No.	Current Articles	Amended Articles
	(7) buying and selling government bonds, central bank bills, financial bonds, enterprise bonds, medium-term notes, short-term financing bills and other bonds issued and tradable in the national inter-bank market; (8) engaging in inter-bank borrowing and placement; (9) acting as agent in foreign exchange trading; (10) engaging in settlement and sale of foreign exchange business; (11) engaging in bank card business; (12) providing letters of credit services and guarantee; (13) acting as agent in the collection and payment of monies, insurance business, funds and sale of precious metals; (14) providing safe deposit box services; (15) wealth management business; (16) acting as agent in bond settlement and engaging in fixed deposit business of Commercial Banks for Cash Management of the Central Treasury; (17) other businesses as approved by the relevant competent authorities of the State.	(7) buying and selling government bonds, ~~central bank bills,~~ financial bonds, enterprise bonds~~, medium-term notes, short-term financing bills and other bonds issued and tradable in the national inter-bank market~~; (8) engaging in inter-bank borrowing and placement; (9) acting as agent in foreign exchange trading; (10) engaging in settlement and sale of foreign exchange business; (11) engaging in bank card business; (12) providing letters of credit services and guarantee; (13) acting as agent in the collection and payment of monies, insurance business, ~~funds and~~ sale of precious metals; (14) providing safe deposit box services; ~~(15) wealth management business;~~ (1**5**~~6~~) acting as agent in bond settlement and engaging in fixed deposit business of Commercial Banks for Cash Management of the Central Treasury; **(16) securities investment fund custody;** **(17) sales of public securities investment funds;** **(18) ordinary derivatives trading business;** (~~17~~**19**) other businesses as approved by the relevant competent authorities of the State.

No.	Current Articles	Amended Articles
4	**Article 18** The Bank shall have ordinary shares at all times. The Bank may issue other classes of shares such as preference shares according to its needs and upon the approval from the applicable authorities of the State Council. In these Articles, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall be entitled to participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted.	**Article 18** The Bank shall have ordinary shares at all times. The Bank may issue ~~other classes of~~ shares such as preference shares **or other shares that meet the requirements of laws and regulations** according to its needs and upon the ~~approval from~~ **completion of relevant procedures by the securities regulatory authority of the State Council or** the ~~applicable authorities of~~ **departments authorized by** the State Council. In these Articles, preference shares refer to the other classes of shares governed separately under the Company Law as compared to the ordinary shares governed by the general provisions. Preference shareholders shall be entitled to participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participating in decision making and management of the Bank (such as voting rights) are restricted.
5	**Article 20** The Bank may issue shares to investors both within and outside the PRC after approval from the banking regulatory authority, the securities regulatory authority of the State Council, and any other relevant regulatory authority. For the purposes of the preceding paragraph, the term "investors outside the PRC" refers to investors who are located overseas or the Hong Kong Special Administrative Region ("Hong Kong"), the Macau Special Administrative Region of the PRC or Taiwan who subscribe for shares issued by the Bank. The term "investors within the PRC" refers to investors who are located within the PRC (excluding the aforementioned regions) who subscribe for the shares issued by the Bank.	**Article 20** The Bank may issue shares to investors both within and outside the PRC **upon the completion of relevant procedures by** ~~after approval from~~ the banking regulatory authority, the securities regulatory authority of the State Council, and any other relevant regulatory authority. For the purposes of the preceding paragraph, the term "investors outside the PRC" refers to investors who are located overseas or the Hong Kong Special Administrative Region ("Hong Kong"), the Macau Special Administrative Region of the PRC or Taiwan who subscribe for shares issued by the Bank. The term "investors within the PRC" refers to investors who are located within the PRC (excluding the aforementioned regions) who subscribe for the shares issued by the Bank.

No.	Current Articles	Amended Articles
6	**Article 21** Shares issued by the Bank to investors within the PRC and subscribed for in RMB shall be referred to as "domestic shares". Shares issued by the Bank to investors outside the PRC and subscribed for in foreign currency shall be referred to as "foreign investment shares". Foreign investment shares listed outside the PRC shall be referred to as "overseas-listed foreign shares". The shares listed and traded on domestic stock exchange are collectively known as "domestically listed shares" and referred to as A shares. The shares listed and traded on foreign stock exchange with approval from departments authorized by the State Council and from foreign securities regulatory authorities, are collectively referred to as "overseas-listed foreign shares". Overseas-listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") are referred to as H shares.	**Article 21** Shares issued by the Bank to investors within the PRC and subscribed for in RMB shall be referred to as "domestic shares". Shares issued by the Bank to investors outside the PRC and subscribed for in foreign currency shall be referred to as "foreign investment shares". Foreign investment shares listed outside the PRC shall be referred to as "overseas-listed foreign shares". The shares **that are issued by the Bank after the completion of relevant procedures by the securities regulatory authority of the State Council or the departments authorized by the State Council, and** listed and traded on domestic stock exchange **upon the approval of domestic stock exchange** are collectively known as "domestically listed shares" and referred to as A shares. The shares **that are issued by the Bank after the completion of relevant procedures by the securities regulatory authority of the State Council or the** ~~listed and traded on foreign stock exchange with approval from~~ departments authorized by the State Council and **listed and traded on foreign securities upon the approval** from foreign securities regulatory authorities, are collectively referred to as "overseas-listed foreign shares". Overseas-listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") are referred to as H shares.

No.	Current Articles	Amended Articles
7	**Article 24** Subject to approval and verification of the Bank's plan to issue overseas-listed foreign shares and domestically-listed shares by the securities regulatory authority of the State Council, the Board of Directors of the Bank may implement arrangements regarding the issuance of the shares respectively. The Bank may separately implement its plan to issue overseas-listed foreign shares and domestically-listed shares pursuant to the preceding paragraphs within 15 months from the date of approval and verification by the securities regulatory authority of the State Council.	**Article 24** Subject to **completion of relevant procedures** by the securities regulatory authority of the State Council **or the departments authorized by the State Council regarding** ~~approval and verification of~~ the Bank's plan to issue overseas-listed foreign shares and domestically-listed shares ~~by the securities regulatory authority of the State Council~~, the Board of Directors of the Bank may implement arrangements regarding the issuance of the shares respectively. The Bank may separately implement its plan to issue overseas-listed foreign shares and domestically-listed shares pursuant to the preceding paragraphs within 15 months from the date of ~~approval and verification~~ **completion of relevant procedures** by the securities regulatory authority of the State Council **or the departments authorized by the State Council**.
8	**Article 25** In the event that there are overseas-listed shares and domestically-listed shares included in the total number of shares stated in the said plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches subject to the approval and verification by the securities regulatory authority of the State Council.	**Article 25** In the event that there are overseas-listed shares and domestically-listed shares included in the total number of shares stated in the said plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches ~~subject to the approval and verification~~ **upon the completion of relevant procedures** by the securities regulatory authority of the State Council **or the departments authorized by the State Council**.
9	**Article 32** Shares cancelled by the Bank as a result of share repurchases shall be filed with the industry and commerce registration administration for change of its registered capital. The total par value of the shares so cancelled shall be deducted from the registered capital of the Bank.	**Article 32** Shares cancelled by the Bank as a result of share repurchases shall be filed with the **market supervision and administration authority** ~~industry and commerce registration administration~~ for change of its registered capital. The total par value of the shares so cancelled shall be deducted from the registered capital of the Bank.

No.	Current Articles	Amended Articles
10	**Article 39** Where the Bank's directors, supervisors, senior management members or shareholders holding more than 5% of the shares of the Bank sell their shares of the Bank within 6 months from the date of purchase, or repurchase the shares within 6 months from the date of sale, the proceeds therefrom shall be attributable to the Bank and confiscated by the Board of Directors of the Bank. However, any securities company holding more than 5% shares of the Bank as a result of taking up unsubscribed shares as an underwriter is exempt from the 6-month limit when selling such remaining shares.	**Article 39** Where the Bank's ~~directors, supervisors, senior management members or~~ shareholders**, directors, supervisors, senior management members of the Bank** holding more than 5% of the shares of the Bank ~~sell their~~ **sell the** shares of the Bank **or other securities with equity nature as held** within 6 months from the date of purchase, or repurchase the shares within 6 months from the date of sale, the proceeds therefrom shall be attributable to the Bank and confiscated by the Board of Directors of the Bank. However, any securities company holding more than 5% shares of the Bank as a result of taking up unsubscribed shares as an underwriter **and other circumstances stipulated by the securities regulatory authority of the State Council are excluded** ~~is exempt from the 6-month limit when selling such remaining shares~~. **Shares or other securities with equity nature held by directors, supervisors, senior management, or natural person shareholders referred to in the preceding paragraph include shares or other securities with equity nature held by their spouse, parents, children and under accounts of other persons.**
11	**Article 49** No changes shall be made to the register of shareholders as a result of a transfer of shares either within 30 days prior to the date of a shareholders' general meeting, or within 5 days before the base date set by the Bank for the purpose of distribution of dividends. If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.	**Article 49** ~~No changes shall be made to the register of shareholders as a result of a transfer of shares either within 30 days prior to the date of a shareholders' general meeting, or within 5 days before the base date set by the Bank for the purpose of distribution of dividends.~~ ~~If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.~~

No.	Current Articles	Amended Articles
		Where laws, administrative regulations, departmental rules, the securities regulatory authorities and the stock exchanges of place where the Bank's shares are listed stipulate that registration of change in the share register of members due to shares transfer prior to the date of a shareholders' general meeting or the base date set by the Bank for the purpose of distribution of dividends shall not be allowed, such provisions shall apply. **The aforementioned period of suspended registration of change in the register of shareholders shall not be more than 30 days within one year, but can be extended for 30 days at most upon approval of the shareholders' general meeting.** **During the period of suspended registration of change in the register of shareholders, in case of any application for access to the register of shareholders, the Bank shall provide a certification document signed by the secretary of the Bank to the applicant for the purpose of stating the approval authority and period of the suspension of change registration.**
12	**Article 56** Shareholders of the Bank shall enjoy the following rights (where these Articles provide otherwise in relation to the rights of preference shareholders, such provisions shall prevail): (1) to receive dividends and other kinds of distributions as determined by the number of shares held by them; (2) to request, convene, preside over personally attend or appoint a proxy to attend shareholders' general meetings, and to exercise voting rights based on the number of shares held by them;	**Article 56** Shareholders of the Bank shall enjoy the following rights (where these Articles provide otherwise in relation to the rights of preference shareholders, such provisions shall prevail): (1) to receive dividends and other kinds of distributions as determined by the number of shares held by them; (2) to request, convene, preside over personally attend or appoint a proxy to attend shareholders' general meetings, and to exercise ~~voting rights~~ **the rights to speak and vote** based on the number of shares held by them; .....

No.	Current Articles	Amended Articles
13	**Article 61** A shareholder of the Bank shall have the following obligations (where these Articles provide otherwise in relation to the obligations of preference shareholders, such provisions shall prevail): (1) to abide by the laws, administrative regulations, regulatory requirements and these Articles; (2) to pay the share capital as determined by the number of shares subscribed for by him/her and the prescribed method of capital contribution; (3) to assume the liability towards the Bank to the extent of the shares he/she subscribed for; (4) to duly, completely and truly report to the Board of Directors in respect of his/her affiliated companies, his/her relationship with other shareholders and his/her shareholding in other commercial bank in PRC;	**Article 61** A shareholder of the Bank shall have the following obligations (where these Articles provide otherwise in relation to the obligations of preference shareholders, such provisions shall prevail): (1) to abide by the laws, administrative regulations, regulatory requirements and these Articles; (2) to pay the share capital as determined by the number of shares subscribed for by him/her and the prescribed method of capital contribution**, to acquire shares of the Bank with proprietary funds from lawful sources, instead of entrusted funds, debt funds and other non-proprietary funds, unless otherwise provided by laws, regulations or regulatory policies**; **(3) to make their shareholding ratios and the number of institutional shareholders comply with regulatory provisions, and not to authorize others or be authorized by others to hold shares of the Bank;** (~~3~~**4**) to assume the liability towards the Bank to the extent of the shares he/she subscribed for; ~~(4) to duly, completely and truly report to the Board of Directors in respect of his/her affiliated companies, his/her relationship with other shareholders and his/her shareholding in other commercial bank in PRC;~~

No.	Current Articles	Amended Articles
	(5) not to withdraw his/her paid share capital except in circumstances allowed by the laws and administrative regulations; (6) not to abuse his/her rights in harming the legal interests of the Bank or shareholders and any other beneficiaries; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholder to harm the interests of the Bank's creditors; If a shareholder of the Bank abuses his/her rights and causes loss to the Bank or other shareholders, he/she will be held liable for compensation in accordance with the laws; If a shareholder abuses the Bank's status as an independent, separate legal entity and the limited liability of shareholder to evade the repayment of debts, resulting in material damage to the interests of the Bank's creditors, such shareholder will be jointly and severally liable for the debts of the Bank; (7) shareholders, in particular the substantial shareholders, shall be required to support the capital planning formulated by the Board of Directors of the Bank so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, it is required to develop a capital replenishment plan to increase capital adequacy ratio to meet regulatory requirements within a specified period of time, and capital is required to be replenished by means of increasing core capital. Under such circumstances, substantial shareholders may not obstruct the capital injection of other shareholders or the participation of new qualified shareholders. The substantial shareholders shall make a long term commitment in respect of capital replenishment to the Bank in writing, as part of the Bank's capital planning and the substantial shareholders shall replenish the Bank's capital when necessary;	(~~6~~**5**) **shareholders and their controlling shareholders and de facto controllers shall** not to abuse his/her rights **or make use of connected relationship** in harming the legal interests of the Bank or **other** shareholders and ~~any other~~ beneficiaries; not to abuse the Bank's status as an independent, separate legal entity and the limited liability of shareholder to harm the interests of the Bank's creditors; If a shareholder of the Bank abuses his/her rights and causes loss to the Bank or other shareholders, he/she will be held liable for compensation in accordance with the laws; If a shareholder abuses the Bank's status as an independent, separate legal entity and the limited liability of shareholder to evade the repayment of debts, resulting in material damage to the interests of the Bank's creditors, such shareholder will be jointly and severally liable for the debts of the Bank; (~~7~~**6**) shareholders, in particular the substantial shareholders, shall be required to support the capital planning formulated by the Board of Directors of the Bank so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, it is required to develop a capital replenishment plan to increase capital adequacy ratio to meet regulatory requirements within a specified period of time, and capital is required to be replenished by means of increasing core capital. Under such circumstances, substantial shareholders may not obstruct the capital injection of other shareholders or the participation of new qualified shareholders. The substantial shareholders shall make a long term commitment in respect of capital replenishment to the Bank in writing, as part of the Bank's capital planning and the substantial shareholders shall replenish the Bank's capital when necessary;

No.	Current Articles	Amended Articles
	(8) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and members of senior management in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management; (9) shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.; (10) for shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.; (11) to assume other obligations required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles. Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription.	(~~8~~**7**) not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and members of senior management in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management; (~~9~~**8**) shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.; (**9**) **to truthfully notify the Bank of its financial information, equity structure, source of funds to acquire shares, controlling shareholders, de facto controllers, connected persons, parties acting in concert, ultimate beneficial owners, investment in other financial institutions and other information in accordance with laws, regulations and regulatory provisions;** **(10) to notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations and regulatory provisions in the event of any changes in the controlling shareholders, de facto controllers, connected persons, parties acting in concert or ultimate beneficial owners of the shareholder;**

No.	Current Articles	Amended Articles
		(11) to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions in case where a shareholder is involved in a merger or split, is subject to an order for suspension of business for rectification, designated custody, receivership, abolishment or any measures, is subject to a dissolution, liquidation or bankruptcy proceedings, or has a change in its legal representative, company name, business premises, business scope, or any other important matters; **(12) to notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations and regulatory provisions in case where the shares of the Bank held by a shareholder are involved in litigation or arbitration, are subject to legal compulsory measures taken by the judicial authorities, among others, are pledged or released from a pledge;** **(13) in case where the shareholder transfers or pledges the shares of the Bank held by it, or conducts a related party transaction with the Bank, shall comply with laws, regulations and regulatory provisions, and not to harm the interests of other shareholders and the Bank;** **(14) to cooperate with the regulatory authorities in investigation and risk disposal in case where the Bank has a risk event or commits a material violation of provisions;**

No.	Current Articles	Amended Articles
		(~~10~~**15**) for shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, the banking regulatory authority of the State Council or its local offices may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.; **The substantial shareholders of the Bank shall make relevant commitments and earnestly fulfill the commitments in accordance with relevant laws, regulations and regulatory provisions. The Bank has the right to adopt relevant restrictions against substantial shareholders who violate their commitments;** (~~5~~**16**) not to withdraw his/her paid share capital except in circumstances allowed by the laws and administrative regulations; (~~11~~**17**) to assume other obligations required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles. Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription. **The Bank shall establish the corresponding loss absorption and risk mitigation mechanism in the event of occurrence of any major risks.**

No.	Current Articles	Amended Articles
14	**Article 62** When the credit extended by the Bank to shareholders (in particular, substantial shareholders) is overdue, the voting rights of these shareholders in shareholder's general meetings and of directors representing such shareholders in Board meetings shall be restricted.	**Article 62** When the credit extended by the Bank to substantial shareholders ~~(in particular, substantial shareholders)~~ is overdue, **he/she shall be restricted from voting rights at the shareholders' general meetings and from nominating or sending directors to vote at the Board meetings. If other shareholders' credit granted by the Bank is overdue, the Bank shall restrict his/her relevant rights in light of the actual circumstances.** ~~the voting rights of these shareholders in shareholder's general meetings and of directors representing such shareholders in Board meetings shall be restricted.~~
15	**Article 68** The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: (1) to decide on the business policies and investment plans of the Bank; (2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors; (3) to examine and approve reports made by the Board of Directors; (4) to examine and approve reports made by the Board of Supervisors; (5) to examine and approve the proposed annual financial budgets and final accounts of the Bank; (6) to examine and approve the Bank's plan for profit distribution and tax loss carryforward;	**Article 68** The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: (1) to decide on the business policies and investment plans of the Bank; (2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors; (3) to examine and approve reports made by the Board of Directors; (4) to examine and approve reports made by the Board of Supervisors; (5) to examine and approve the proposed annual financial budgets and final accounts of the Bank; (6) to examine and approve the Bank's plan for profit distribution and tax loss carryforward;

No.	Current Articles	Amended Articles
	(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital; (8) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank; (9) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm; (10) to amend these Articles; (11) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing; (12) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank with an amount exceeding 30% of its latest audited total assets within one year; (13) to consider and approve the changes in use of raised proceeds; (14) to consider any share incentive scheme;	(7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital; (8) to adopt resolutions on the merger, division, dissolution, liquidation or other change incorporate form of the Bank; (9) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm **that conducts regular statutory audit on the financial reports of the Bank**; (10) to amend these Articles**, to consider and approve the procedural rules for shareholders' general meetings, Board meetings and Board of Supervisors meetings**; (11) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing; (12) to examine and approve proposals on matters relating to the purchase or sale of material assets **or non-commercial banking business** made by the Bank with an amount exceeding 30% of its latest audited total assets within one year; (13) to consider and approve the changes in use of raised proceeds; (14) to consider any share incentive scheme **and employee stock ownership plan**;

No.	Current Articles	Amended Articles
	(15) to examine and approve or authorized the Board of Directors to examine and approve the establishment of the Bank's legal entities, mergers and acquisitions, external investments, asset write-off, asset acquisitions and disposal apart from those mentioned in item (12) above that shall be submitted to a shareholders' general meeting for consideration in accordance with the laws, administrative regulations, departmental rules, the provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed, these Articles and other internal rules, and external guarantees etc.; (16) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the "Proposing Shareholders"); (17) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; (18) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.	(15) to examine and approve or authorized the Board of Directors to examine and approve the establishment of the Bank's legal entities, mergers and acquisitions, external investments, asset write-off, asset acquisitions and disposal apart from those mentioned in item (12) above that shall be submitted to a shareholders' general meeting for consideration in accordance with the laws, administrative regulations, departmental rules, the provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed, these Articles and other internal rules, and **non-commercial banking business** ~~external~~ guarantees etc.; (16) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the "Proposing Shareholders"); (17) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; **(18) to make resolutions on the acquisition of the Bank's shares;** (~~18~~**19**) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.

No.	Current Articles	Amended Articles
	The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meetings. If it is necessary, reasonable and legal, the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting byway of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.	The matters mentioned above are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meetings. If it is necessary, reasonable and legal **and compliant**, the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting byway of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.
16	**Article 76** When the Requesting Shareholders request to convene an extraordinary general meeting, they shall act in compliance with the following procedures: …… If the Board of Supervisors fails to issue notice of the shareholders' general meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting, and the Requesting Shareholders who individually or in aggregate holding 10% or more of the Bank's total voting shares for at least 90 consecutive days may convene and preside over the meeting.	**Article 76** When the Requesting Shareholders request to convene an extraordinary general meeting, they shall act in compliance with the following procedures: …… If the Board of Supervisors fails to issue notice of the shareholders' general meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting, and the Requesting Shareholders who individually or in aggregate holding 10% or more of the Bank's total voting shares for at least 90 consecutive days may convene and preside over the meeting.

No.	Current Articles	Amended Articles
17	**Article 77** If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with local offices the banking regulatory authority and the securities regulatory authority of the State Council, the stock exchange and other relevant regulatory authorities of the place in which the Bank is operating. The notice shall comply with the following requirements: (1) no additional content shall be allowed in the proposal, otherwise the Requesting Shareholders shall make another proposal to the Board of Directors to convene a shareholders' general meeting according to the above procedures; (2) the meeting shall be held in the place in which the Bank is operating. The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be less than 10% of the total voting shares. The Board of Supervisors or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated and to other relevant regulatory authorities when the Board of Supervisors or the Requesting Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.	**Article 77** If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with local offices **in accordance with** ~~place~~ **the relevant regulations of** the banking regulatory authority and ~~the securities regulatory authority of the State Council, the stock exchange and other relevant regulatory authorities of the~~ **the securities regulatory authorities and the stock exchanges where the Bank's shares are listed**. The notice shall comply with the following requirements: (1) no additional content shall be allowed in the proposal, otherwise the Requesting Shareholders shall make another proposal to the Board of Directors to convene a shareholders' general meeting according to the above procedures; (2) the meeting shall be held in the place in which the Bank is operating. The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be less than 10% of the total voting shares. The Board of Supervisors or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated **and the stock exchanges where the Bank's shares are listed** and to other relevant regulatory authorities when the Board of Supervisors or the Requesting Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.

No.	Current Articles	Amended Articles
18	**Article 82** When the Bank is to convene a shareholders' general meeting, the Bank shall notify the shareholders of the matters to be considered at the meeting and the date and venue of the meeting by way of announcement 20 Hong Kong business days before the meeting, and to convene an extraordinary general meeting, the Bank shall notify the shareholders by way of announcement 10 Hong Kong business days or 15 days (whichever is earlier) before the meeting.	**Article 82** When the Bank is to convene **an annual** shareholders' general meeting, the Bank shall notify the shareholders of the matters to be considered at the meeting and the date and venue of the meeting by way of announcement 20 ~~Hong Kong business~~ days before the meeting, and to convene an extraordinary general meeting, the Bank shall notify the shareholders by way of announcement ~~10 Hong Kong business days or~~ 15 days ~~(whichever is earlier)~~ before the meeting. **Where any longer notice period is required by the securities regulatory authorities in the jurisdiction where the Bank's shares are listed, such provisions shall prevail.**
19	**Article 86** Unless otherwise provided by these Articles, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders who are entitled to attend the shareholders' general meeting (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of A shares, the notice of a shareholders' general meeting may be inform of an announcement. The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority of the State Council. All holders of A shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.	**Article 86** Unless otherwise provided by these Articles, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders who are entitled to attend the shareholders' general meeting (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of A shares, the notice of a shareholders' general meeting may be in the form of an announcement. The aforesaid announcement shall be published **on the website of the stock exchange and on the media that meet the requirements set by the securities regulatory institution of the State Council** ~~in one or more newspapers specified by the securities regulatory authority of the State Council~~. All holders of A shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.

No.	Current Articles	Amended Articles
	For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, regulatory documents and the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange instead of delivering the notice by hand or prepaid mail.	For holders of H shares, subject to the compliance with the applicable laws, administrative regulations, departmental rules, regulatory documents and the relevant regulatory authorities, the Bank may choose to notify such shareholders of a shareholders' general meeting by publishing the notice on the websites of the Bank and the Hong Kong Stock Exchange instead of delivering the notice by hand or prepaid mail.
20	**Article 101** The minutes of the shareholders' general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are the truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding online voting or via other methods shall be filed and persevered for at least 10 years. The Board of Directors shall submit the documents including the minutes and resolutions of the shareholders' general meeting to the banking regulatory authority of the State Council for record-keeping.	**Article 101** The minutes of the shareholders' general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are the truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding online voting or via other methods shall be filed and persevered **permanently**~~for at least 10 years~~. The Board of Directors shall submit the documents including the minutes and resolutions of the shareholders' general meeting to the banking regulatory authority of the State Council for record-keeping.
21	**Article 104** The following matters shall be resolved by way of an ordinary resolution: ..... (6) the appointment and dismissal of an accounting firm;	**Article 104** The following matters shall be resolved by way of an ordinary resolution: ..... (6) the appointment and dismissal of an accounting firm **that conducts regular statutory audit on the financial reports of the Bank**; .....

No.	Current Articles	Amended Articles
22	**Article 105** The following matters shall be resolved by way of a special resolution: (1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities; (2) the issuance of bonds of the Bank or other marketable securities and listing; (3) purchase or disposal of material assets by the Bank or any guarantee of an amount exceeding 30% of its latest audited total assets within one year; (4) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank; (5) amendments to these Articles; (6) repurchase of the Bank's shares; (7) share incentive scheme; (8) any other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution.	**Article 105** The following matters shall be resolved by way of a special resolution: (1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities; (2) the issuance of bonds of the Bank or other marketable securities and listing; (~~4~~**3**) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank; **(~~5~~4)** amendments to these Articles; **(5) amendments to the Bank's Procedural Rules for shareholders' general meeting, the Procedural Rules for the Board of Directors and the Procedural Rules for the Board of Supervisors;** (~~3~~**6**) purchase or disposal of material assets by the Bank or **non-commercial banking business** ~~any~~ guarantee of an amount exceeding 30% of its latest audited total assets within one year; (~~6~~**7**) repurchase of the Bank's shares; (~~7~~**8**) share incentive scheme; **(9) dismissing independent directors;** **(10) restructuring material asset;** **(11) spin-off its subsidiaries for the purpose of listing;**

No.	Current Articles	Amended Articles
		(12) resolve to voluntarily withdraw its shares from being listed and traded on the stock exchange at the Bank's shareholders' general meeting, and decide to cease the trading on the stock exchange or apply for trading or transfer on other trading venues; (~~8~~**13**) any other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution. **The contents mentioned in (11) and (12) shall not only be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting, but also be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting other than the directors, supervisors, senior management and shareholders who individually or collectively hold more than 5% of the shares of the Bank.**
23	**Article 106** A shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held. Each share shall have one (1) vote. When the shareholders' general meeting considers matters that could affect the interests of minority investors, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly.	**Article 106** A shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held, **except for voting by cumulative voting system.** Each share shall have one (1) vote. When the shareholders' general meeting considers matters that could affect the interests of minority investors, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly.

No.	Current Articles	Amended Articles
	The shares held by the Bank have no voting rights, and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. The Board of Directors, independent directors and shareholders of the Bank who meet the relevant requirements may solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Bank shall not impose any minimum shareholding limitation for soliciting voting rights.	The shares held by the Bank have no voting rights, and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. **If a shareholder purchases voting shares of the Bank in violation of the provisions of Article 63, Paragraph 1 and Paragraph 2 of the Securities Law, the shares exceeding the specified proportion shall not exercise voting rights within 36 months after the purchase, and shall not be counted as part of the total number of voting shares present at the shareholders' general meeting.** The Board of Directors, independent directors and shareholders ~~of the Bank who meet the relevant~~ ~~**requirements**~~ **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 China Securities Regulatory Commission** may solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. **Except for statutory conditions,** the Bank shall not impose any minimum shareholding limitation for soliciting voting rights.

No.	Current Articles	Amended Articles
24	**Article 114** Before a proposal is put to vote at a shareholders' general meeting, 2 representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has an material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.	**Article 114** Before a proposal is put to vote at a shareholders' general meeting, 2 representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If ~~a shareholder has material interest in~~ the matter to be considered **relates to a shareholder**, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.
25	**Article 129** Apart from other classes of shareholders, the shareholders of domestically-listed shares and overseas-listed shares are deemed to be shareholders of different classes. The special voting procedures at a shareholders' general meeting for class shareholders shall not apply in the following cases: …… (2) the Bank's plan on issuing domestic shares and overseas-listed shares at the time of incorporation, which shall be completed within 15 months upon the date of approval from the securities regulatory authority of the State Council.	**Article 129** Apart from other classes of shareholders, the shareholders of domestically-listed shares and overseas-listed shares are deemed to be shareholders of different classes. The special voting procedures at a shareholders' general meeting for class shareholders shall not apply in the following cases: …… (2) the Bank's plan on issuing domestic shares and overseas-listed shares at the time of incorporation, which shall be completed within 15 months upon the **completion of relevant procedures by** ~~date of approval from~~ the securities regulatory authority of the State Council **or the departments authorized by the State Council**.
26	**Article 131** Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be 3 years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason. ……	**Article 131** Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be 3 years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. ~~Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason~~……

No.	Current Articles	Amended Articles
	Subject to the relevant laws and administrative regulations, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract).	Subject to the relevant laws and administrative regulations, a director whose term of office has not expired may be removed ~~by an ordinary resolution~~ (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). **Among them, the removal of an independent director must be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting.**
27	**Article 132** The general procedures for nomination and election of directors are as follows: …… (3) before the shareholders' general meeting is convened, the candidates for directors shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors are truthful and complete and that they shall conscientiously perform their obligations upon election. (4) the Board of Directors shall disclose in accordance with the laws, regulations and these Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting. ……	**Article 132** The general procedures for nomination and election of directors are as follows: …… (3) before the **announcement of the** shareholders' general meeting ~~is convened~~, the candidates for directors shall provide written undertakings that they accept the nomination, that the publicly disclosed information regarding their qualifications for serving as directors are truthful**, accurate** and complete and that they shall conscientiously perform their obligations upon election. (4) the Board of Directors shall disclose in accordance with the laws, regulations and these Articles, detailed information of the nominees to shareholders before the shareholders' general meeting is convened to ensure shareholders will have sufficient understanding of the candidates before voting. …….

No.	Current Articles	Amended Articles
28	Newly added	**Article 133 Directors of the Bank shall perform the following duties or obligations:** **(1) shall exercise the rights conferred by the Bank prudently, conscientiously and diligently to ensure that the Bank's business practices conform to the requirements of national laws, administrative rules and regulations and various national economic policies, and that business activities shall not exceed the scope of business specified in the business license;** **(2) continue to focus on the operation and management of the Bank, and having the right to request the senior management to provide the relevant information that gives full, timely and accurate view on the operation and management of the Bank or explain the relevant matters thereof;** **(3) attend the meetings of the Board of Directors in a timely manner, fully reviewing the matters to be resolved by the Board of Directors, giving independent, professional and objective opinions, casting votes independently at their prudent discretion;** **(4) be responsible for the resolutions of the board meetings;** **(5) supervise the implementation of the resolutions of the shareholders' general meeting and the Board of Directors by the senior management;**

No.	Current Articles	Amended Articles
		(6) actively participate in relevant training organized by the Bank and regulatory authorities, understanding the rights and obligations of directors, being familiar with relevant laws, regulations and regulatory provisions, and perpetuating their professional knowledge and competence essential to perform their duties; **(7) while performing his/her duties, be responsible to the Bank and all the shareholders;** **(8) comply with the high-standard code of professional ethics, and considering the legitimate interests of stakeholders;** **(9) bear the faithful and diligence obligations to the Bank, perform their duties with due diligence and care and guarantee sufficient time and efforts to perform their duties;** **(10) ensure that the Bank discloses information in a timely and fair manner, and that the information disclosed is true, accurate and complete, and sign the written confirmation of the Bank's securities issuance documents and regular reports in accordance with the relevant regulations of the jurisdiction where the Bank's shares are listed;** **(11) truthfully provide relevant information and data to the Board of Supervisors and shall not obstruct the Board of Supervisors or the Supervisors in the exercise of their functions and powers;** **(12) other duties or obligations as stipulated in laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association.**

No.	Current Articles	Amended Articles
29	**Article 133** Directors shall spend sufficient time to carry out their duties, and shall attend at least two-thirds of the meetings of Board of Directors in person each year. A director shall be deemed incapable of carrying out their duties if they fails to attend 2 consecutive Board meetings either personally or by appointing other directors to attend on their behalf, or attends less than two-thirds of the Board meetings in person within 1 year without justified reason, and the Board of Directors shall make a proposal to the shareholders' general meeting to remove such director. A director who fails to attend meetings of Board of Directors in person and fails to appoint another director to attend on behalf shall assume the same legal liabilities of Board resolutions. For the purposes of these Articles, the expression "attending in person" refers to the method of attendance where the relevant participant attends meetings in person, including a director attending a physical meeting in person and attending a non-physical meeting convened by means of adopting written resolutions; and the term "attendance by proxy" refers to the method of attendance where the relevant participant cannot attend a meeting for any reason and appoints in writing another person to attend such meetings on their behalf.	**Article 134** Directors shall spend sufficient time to carry out their duties, and shall attend at least two-thirds of the **physical** meetings of Board of Directors in person each year. A director shall be deemed incapable of carrying out their duties if they fail to attend 2 consecutive Board meetings either personally or by appointing other directors to attend on their behalf ~~or attends less than two-thirds of the Board meetings in person within 1 year without justified reason,~~ and the Board of Directors shall make a proposal to the shareholders' general meeting to ~~remove~~ **dismiss and replace** such director. **An independent director shall be deemed incapable of carrying out their duties if they fail to attend 3 consecutive Board meetings in person and the Bank shall convene a shareholders' general meeting within three months in order to remove the independent director and elect a new independent director.** ~~A director who fails to attend meetings of Board of Directors in person and fails to appoint another director to attend on behalf shall assume the same legal liabilities of Board resolutions.~~ For the purposes of these Articles, the expression "attending in person" refers to the method of attendance where the relevant participant attends meetings in person, including a director attending a physical meeting in person and attending a non-physical meeting convened by means of circulating written resolutions; and the term "attendance by proxy" refers to the method of attendance where the relevant participant cannot attend a meeting for any reason and appoints in writing another person to attend such meetings on their behalf.

No.	Current Articles	Amended Articles
30	**Article 134** A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors. Relevant information shall be disclosed by the Board of Directors within 2 days. Where the resignation of a director during their term of office affects the Bank's normal operation or causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles. The resignation of a director becomes effective when the resignation is submitted to the Board of Directors, unless the circumstances stated above apply.	**Article 135** A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors. Relevant information shall be disclosed by the Board of Directors within 2 days. Where the resignation of a director ~~during their term of office affects the Bank's normal operation or~~ causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum **or less than two-thirds of the number stipulated in these Articles**, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations, departmental rules and these Articles. **If the Bank experiences a major risk that has to be dealt with, the Bank's directors shall not resign without the approval of regulatory authorities.** The resignation of a director becomes effective when the resignation is submitted to the Board of Directors, unless the circumstances stated above apply. **If the number of directors fall below the minimum number required by the Company Law or the minimum number needed for Board resolutions due to the removal of a director in the shareholders' meeting, the death of a director, resignation of an independent director due to loss of independency or other circumstances where the duties of a director cannot be fulfilled, the functions and powers of the board of directors shall be performed by the shareholder's meeting until the number of directors in the Board of Directors complies with the requirements.**

No.	Current Articles	Amended Articles
31	**Article 141** A staff member from a government authority shall not concurrently serve as an independent director of the Bank, and an independent director shall not hold positions in more than 2 commercial banks at the same time.	**Article 142** A staff member from a government authority shall not concurrently serve as an independent director of the Bank. **Independent directors may only serve as an independent director in at most 5 domestic or foreign companies concurrently and may not serve as the independent director in more than 2 commercial banks concurrently. For banking or insurance institutions with a common independent director, the relevant institutions shall neither be affiliated with each other nor have conflicting interest.** ~~and an independent director shall not hold positions in more than 2 commercial banks at the same time.~~
32	**Article 142** The nomination committee of the Board of Directors, the Board of Supervisors and shareholders who individually or jointly hold 1% or more of the Bank's total number of outstanding shares with voting rights may nominate independent directors, who shall be elected at a shareholders' general meeting. Shareholders who have nominated directors shall not simultaneously nominate independent directors.	**Article 143** The nomination committee of the Board of Directors, the Board of Supervisors and shareholders who individually or jointly hold 1% or more of the Bank's total number of outstanding shares with voting rights may nominate independent directors, who shall be elected at a shareholders' general meeting. The Shareholder who has nominated **non-independent** directors **and his/her related parties** shall not nominate independent directors.

No.	Current Articles	Amended Articles
33	**Article 143** An independent director may resign before his/her term of office expires. Prior to the approval of his/her resignation by the Board of Directors, an independent director shall continue to perform his/her duties. An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the most recent shareholders' general meeting specifying any circumstances related to the resignation or any fact that he/she believes requires the attention of the Bank's shareholders and creditors. If the resignation of an independent director causes the number of independent directors to fall below the quorum or the minimum number required herein, the resignation of such independent director shall only become effective when their successor has been elected to fill their vacancy.	**Article 144** An independent director may resign before his/her term of office expires. Prior to the approval of his/her resignation by the Board of Directors, an independent director shall continue to perform his/her duties. An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the most recent shareholders' general meeting specifying any circumstances related to the resignation or any fact that he/she believes requires the attention of the Bank's shareholders and creditors. If the resignation of an independent director causes **the proportion of independent directors in the Board meeting to fall below one-third or in the absence of an accounting professional among the independent directors, the independent director shall continue to fulfill his/her duties until a new independent director takes office, except in the case of resignation and removal for loss of independence and the circumstances where a person shall not serve as a director as stipulated in the Company Law.**~~or the minimum number required herein, the resignation of such independent director shall only become effective when their successor has been elected to fill their vacancy.~~

No.	Current Articles	Amended Articles
34	**Article 144** Apart from those conferred by the Company Law, other relevant laws, administrative regulations, departmental rules, regulatory documents and these Articles, an independent director shall have the following functions and powers: (1) approve major related party transactions prior to submission to the Board of Directors for discussion; and the independent directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion; (2) make recommendations on the appointment or replacement of external auditors to the Board of Directors; (3) propose to the Board of Directors to convene an extraordinary general meeting; (4) propose to convene a meeting of Board of Directors; (5) engage external auditors and consulting advisers independently; (6) to exercise any other powers stipulated by the laws, administrative regulations, departmental rules, regulatory documents and these Articles. The approval by a majority (at least 2) of independent directors shall be obtained for the exercising of the above powers. The Bank shall disclose the relevant circumstances if any of the above proposals is not adopted or the above functions and powers cannot be exercised in a normal manner.	**Article 145** Apart from those conferred by the Company Law, other relevant laws, administrative regulations, departmental rules, regulatory documents and these Articles, an independent director shall have the following functions and powers: (1) approve major related party transactions in advance ~~prior to submission to the Board of Directors for discussion~~; and the independent directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion; (2) make recommendations on the appointment or replacement of external auditors **that conducts regular statutory audits on the Bank's financial reports** to the Board of Directors; (3) propose to the Board of Directors to convene an extraordinary general meeting; (4) propose to convene a meeting of Board of Directors; **(5) solicit voting rights from shareholders prior to convening a shareholders' meeting;** (~~5~~**6**) engage external auditors and consulting advisers independently **and conduct audits and make consultations regarding specific matters of the Bank.** ~~(6) to exercise any other powers stipulated by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.~~

No.	Current Articles	Amended Articles
		The approval by **more than half of all** ~~a majority (at least 2) of~~ independent directors shall be obtained for the exercising of ~~the above~~ **powers under item (1) to (5); and the approval by all of independent directors shall be obtained for exercising the power under item (6)**. **The consent of more than half of the independent directors shall be obtained before the matters under (1) and (2) above are submitted to the Board of Directors for discussion.** The Bank shall disclose the relevant circumstances if any of the ~~above~~ proposals **specified in Clause 1 of this Article** is not adopted or the above functions and powers cannot be exercised in a normal manner. **If alternate provisions are stipulated by the laws, administrative regulations and the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, those provisions shall prevail.**
35	**Article 145** Independent directors shall give objective, impartial and independent opinions on the matters discussed at shareholders' general meetings and Board meetings, and shall in particular give opinions on the following matters: (1) nomination, appointment and dismissal of the directors; (2) appointment and dismissal of senior management members; (3) remuneration of the directors and senior management of the Bank;	**Article 146** Independent directors shall give objective, impartial and independent opinions on the matters discussed at shareholders' general meetings and Board meetings, and shall in particular give opinions on the following matters: (1) nomination, appointment and dismissal of the directors; (2) appointment and dismissal of senior management members; (3) remuneration of the directors and senior management of the Bank;

No.	Current Articles	Amended Articles
	(4) the legality and fairness of significant related transactions; (5) matters deemed by the independent directors as such that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interest in the Bank; (6) profit distribution plans; (7) matters that may cause significant losses of the Bank; (8) appointment and dismissal of external auditor; (9) the effect of the issuance of preference shares on the rights and interests of every class of shareholders; (10) any other matters as required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles. Independent directors shall give opinion on the above mentioned matters in one of the following manner: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.	(4) ~~the legality and fairness of~~ significant related transactions; ~~(5) matters deemed by the independent directors as such that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interest in the Bank;~~ (~~6~~**5**) profit distribution plans; (~~7~~**6**) matters that may cause significant losses of the Bank; (~~8~~**7**) the appointment or dismissal of auditors **that conduct regular statutory audits on the Bank's financial reports** ~~appointment and dismissal of external auditor~~; (~~9~~**8**) the effect of the issuance of preference shares on the rights and interests of every class of shareholders; **(9) other matters that may cause a material impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers;** (10) any other matters as required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles. Independent directors shall give opinion on the above mentioned matters in one of the following manner: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.

No.	Current Articles	Amended Articles
36	**Article 146** To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary conditions for independent directors: (1) the Bank shall ensure that the independent directors have the same right to information as other directors; (2) the Bank shall provide the necessary support to the independent directors in the performance of their duties; (3) the relevant personnel of the Bank shall cooperate positively and shall not refuse to act, hinder or conceal anything and shall not interfere with the independent exercise of the independent directors' powers and duties; (4) the reasonable expenses incurred from engaging intermediaries and other reasonable costs incurred by independent directors for their performance of duties shall be borne by the Bank.	**Article 147** To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary conditions for independent directors: (1) the Bank shall ensure that the independent directors have the same right to information as other directors **and provide independent directors necessary and complete details in a timely manner in order for them to participate in decision-making**; (2) the Bank shall provide the necessary support to the independent directors in the performance of their duties; (3) the relevant personnel of the Bank shall cooperate positively and shall not refuse to act, hinder or conceal anything and shall not interfere with the independent exercise of the independent directors' powers and duties; (4) the reasonable expenses incurred from engaging intermediaries and other reasonable costs incurred by independent directors for their performance of duties shall be borne by the Bank.
37	Newly added	**Article 148 Independent directors shall honestly, independently and diligently fulfill their duties and conscientiously safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers, without any influence by shareholders, de-facto controllers, senior management or other entities or individuals that have a material interest in the Bank.** **In the event of major defects in the Bank's corporate governance mechanism or in the event that the Bank's corporate governance mechanism fails, the independent directors shall report the relevant situation to the regulatory authorities in time. Independent directors shall keep the Bank's secrets confidential in addition to reporting the relevant situation to the regulatory authorities in accordance with regulations.**

No.	Current Articles	Amended Articles
38	**Article 153** The Board of Directors shall perform the following duties: (1) convene and report at shareholders' general meetings; (2) implement shareholder resolutions; (3) to decide on the Bank's business plans and investment plans; (4) make decisions on the Bank's operational development strategies and supervise the implementation of such development strategies; (5) formulate the Bank's annual financial budgets and final accounts; (6) formulate the Bank's proposals on profit distribution and loss tax loss carryforward; (7) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities; (8) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank; (9) decide on matters within the scope authorized at a shareholders' general meeting on the establishment of legal entities, mergers and acquisitions, external investments, asset acquisitions, asset disposals, asset write-off, external guarantees and related party/connected transactions, etc.; (10) decide on the establishment of the Bank's internal management entities;	**Article 155** The Board of Directors shall perform the following duties: (1) convene and report at shareholders' general meetings; (2) implement shareholder resolutions; (3) to decide on the Bank's business plans and investment plans; (4) ~~make decisions on~~ **formulate** the Bank's operational development strategies and supervise the implementation of such development strategies; (5) formulate the Bank's annual financial budgets and final accounts; (6) formulate the Bank's proposals on profit distribution and loss tax loss carryforward; (7) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities; (8) formulate plans for significant acquisitions, **acquisition** ~~purchase~~ of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank; (9) decide on matters within the scope authorized at a shareholders' general meeting on the establishment of legal entities, mergers and acquisitions, external investments, asset acquisitions, asset disposals, asset write-off, **mortgage of assets,** ~~external~~ **non commercial bank business** guarantees, related party/connected transactions, **entrusted wealth management, external donations, data management** etc.;

No.	Current Articles	Amended Articles
	(11) appoint or remove the Bank's president and secretary to the Board of Directors; appoint or remove the members of the Bank's senior management including the executive vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment; (12) formulate the basic management systems of the Bank; (13) formulate amendments to these Articles, and the procedures of shareholders' general meetings and Board meetings; (14) be responsible for the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank's accounting and financial statements; (15) propose at a shareholders' general meeting the engagement, dismissal or discontinuance of engagement of an accounting firm; (16) evaluate regularly and improve continuously the corporate governance of the Bank; (17) listen to the president's work report and inspect the president's work; (18) other rights conferred by the laws, administrative regulations, departmental rules, regulatory documents or these Articles and the shareholders' general meetings. The Board of Directors of the Bank shall firstly take the opinions from the Party Committee into account when deciding on material issues.	(10) decide on the establishment of the Bank's internal management entities; (11) appoint or remove the Bank's president and secretary to the Board of Directors; appoint or remove the members of the Bank's senior management including the executive vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment; (12) formulate the basic management systems of the Bank; (13) formulate amendments **plan** to these Articles and **formulate** the procedures of shareholders' general meetings and Board meetings **and review and approve the working rules of the special committees of the board**; (14) **take charge of** ~~be responsible for~~ the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, completeness, accuracy and timeliness of the Bank's accounting and financial statements; (15) propose at **the** shareholders' general meeting the ~~engagement,~~ **appointment or** dismissal ~~or discontinuance of engagement~~ of an accounting firm **that conducts regular statutory audits of the Bank's financial reports**; (16) evaluate regularly and improve continuously the corporate governance of the Bank; (17) listen to the president's work report and inspect the president's work; **(18) formulate the Bank's capital plan and take ultimate responsibility for the capital or solvency management;**

No.	Current Articles	Amended Articles
		(19) formulate the Bank's risk tolerance, risk management and internal control policies, and take ultimate responsibility for the comprehensive risk management; **(20) protect the legitimate rights and interests of financial consumers and other stakeholders;** **(21) establish a mechanism for the identification, review and management of conflicts of interest between the Bank and its shareholders, in particular substantial shareholders;** **(22) take responsibility for the management of the affairs of the shareholders;** ~~(18~~**23)** other rights conferred by the laws, administrative regulations, departmental rules, regulatory documents or these Articles and the shareholders' general meetings. ~~The Board of Directors of the Bank shall firstly take the opinions from the Party Committee into account when deciding on material issues.~~
39	**Article 157** The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of asset, asset mortgage, external guarantee matters, entrusted wealth management and connected transactions, and establish strict examination and policy-making procedures. It shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects and asset disposals, and submit a report of the same to the shareholders for approval. ……	**Article 159** The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of asset, asset mortgage, **non-commercial banking business** ~~external~~ guarantee matters, entrusted wealth management and connected transactions, **external donation, etc.,** and establish strict examination and policy-making procedures. It shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects ~~and asset disposals~~, and submit a report of the same to the shareholders for approval. ……

No.	Current Articles	Amended Articles
40	**Article 161** The chairman shall convene and preside over an extraordinary meeting within 10 days of receiving such a proposal under the following circumstances: (1) it is proposed by the Proposing Shareholders; ..... (4) it is proposed by more than half of the independent directors (at least 2);	**Article 163** The chairman shall convene and preside over an extraordinary meeting within 10 days of receiving such a proposal under the following circumstances: (1) it is proposed by the Proposing Shareholders; ..... (4) it is proposed by ~~more than half~~ **more than two** of the independent directors ~~(at least 2)~~; .....
41	**Article 167** The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by the adoption of written resolutions: (1) increase or reduction of the registered capital of the Bank, issue and listing of corporate bonds or other securities of the Bank; (2) merger, division, dissolution, liquidation or other change in corporate form of the Bank; (3) amendments to these Articles of the Bank; (4) profit distribution and allocation of venture capital; (5) major investment and major asset disposal; (6) appointment or dismissal of members of senior management; (7) plans for capital replenishment;	**Article 169** The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by the adoption of written resolutions: (1) increase or reduction of the registered capital of the Bank, issue and listing of corporate bonds or other securities of the Bank; (2) merger, division, dissolution, liquidation or other change in corporate form of the Bank; (3) amendments to these Articles of the Bank; (4) profit distribution and allocation of venture capital; **(5) remuneration plan;** (~~5~~**6**) major investment and major asset disposal; (~~6~~**7**) appointment or dismissal of members of senior management;

No.	Current Articles	Amended Articles
	(8) significant matters such as significant changes in the Bank's equity and financial restructuring, etc.; (9) other matters required by laws, administrative regulations, departmental rules, regulatory documents or these Articles, or considered significant to the Bank by more than half of all directors that shall be approved and adopted by more than two-thirds of all directors.	(~~7~~**8**) plans for capital replenishment; (~~8~~**9**) significant matters such as significant changes in the Bank's equity and financial restructuring, etc.; (~~9~~**10**) other matters required by laws, administrative regulations, departmental rules, regulatory documents or these Articles, or considered significant to the Bank by more than half of all directors that shall be approved and adopted by more than two-thirds of all directors.
42	**Article 168** Directors shall attend Board meetings in person. If a director cannot attend a meeting due to certain reasons, he/she may appoint another director in writing to attend on his/her behalf. The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization and the validity period, and shall be signed by the appointer or a chop shall be affixed. A director attending a meeting on another director's behalf shall exercise director's rights within the scope of authorization. If a director does not attend the Board meeting and fails to appoint a proxy to attend the meeting, it shall be deemed as a waiver of their voting right at such a meeting.	**Article 170** Directors shall attend Board meetings in person. If a director cannot attend a meeting due to certain reasons, he/she may appoint another director in writing to attend on his/her behalf. **However, an independent director shall not appoint any non-independent director to attend the meeting as a proxy.** The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization and the validity period, and shall be signed by the appointer or a chop shall be affixed. **In principle, a director shall not accept authorization from more than two directors who cannot attend the meeting in person. When considering related party transactions, the non-related directors shall not appoint the related directors to attend the meeting.**
43	**Article 169** Minutes shall be taken to record the decisions of matters discussed in the meeting Directors attending the meeting and the person preparing the minutes shall sign the minutes. Directors attending the meeting shall have the right to request to have the details of their speeches made in the meeting recorded in the minutes. As the Bank's files, Board minutes shall be kept fora period of not less than 10 years.	**Article 171** Minutes shall be taken to record the decisions of matters discussed in the meeting Directors attending the meeting and the person preparing the minutes shall sign the minutes. Directors attending the meeting shall have the right to request to have the details of their speeches made in the meeting recorded in the minutes. As the Bank's files, Board minutes shall be kept for a period **permanently** ~~of not less than 10 years~~. **The Bank shall record the onsite meetings of the Board of Directors by means of audio and video recording.**

No.	Current Articles	Amended Articles
44	**Article 172** The Board of Directors shall establish the Audit Committee, the Related Party Transactions Control Committee, Risk Management and Consumer Rights Protection Committee, Strategy Committee, Remuneration Committee, Nomination Committee and Information Technology Committee. The Board of Directors may establish other committees and adjust the existing committees when necessary.	**Article 174** The Board of Directors shall establish the Audit Committee, the Related Party Transactions Control Committee, Risk Management and Consumer Rights Protection Committee, Strategy Committee, Remuneration Committee, Nomination Committee and **Network Security and** Information Technology Committee. The Board of Directors may establish other committees and adjust the existing committees when necessary.
45	**Article 173** Each committee shall have at least 3 members, and every member of the Board committees shall be a Director. A chairman shall be appointed to each Board committee to take charge of convening the activities of the Board committee. The chairman of the Audit Committee shall be an accounting professional, the chairman of the Related Party Transactions Control Committee, Audit Committee, Remuneration Committee and Nomination Committee shall be served by an independent director, and independent directors shall form the majority of these four committees. Directors appointed as a person-in-charge for the Audit Committee, Related Party Transactions Control Committee and Risk Management and Consumer Rights Protection Committee shall work in the Bank no less than25 working days each year.	**Article 175** Each committee shall have at least 3 members, and every member of the Board committees shall be a Director. A chairman shall be appointed to each Board committee to take charge of convening the activities of the Board committee. The chairman of the Audit Committee shall be an accounting professional, **and the members of the Audit Committee shall possess professional knowledge and working experience in finance, audit, accounting or law, etc. T**the chairman of the Related Party Transactions Control Committee, Audit Committee, Remuneration Committee and Nomination Committee shall be served by an independent director, and independent directors shall form the majority of these four committees. **In principle, the proportion of independent directors in the Risk Management and Consumer Rights Protection Committee shall not be less than one-third.** Directors appointed as a person-in-charge for the Audit Committee, Related Party Transactions Control Committee and Risk Management and Consumer Rights Protection Committee shall work in the Bank no less than **20**~~25~~ working days each year.

No.	Current Articles	Amended Articles
46	**Article 174** The major responsibilities of the Audit Committee are as follows: (1) make recommendations on the appointment or replacement of the accounting firms as auditors of the Bank;	**Article 176** The major responsibilities of the Audit Committee are as follows: (1) make recommendations on the appointment or replacement of the accounting firms **that conduct regular statutory audit of the Bank's financial reports** ~~as auditors of the Bank~~;
47	**Article 176** The major responsibilities of the Risk Management and Consumer Rights Protection Committee are as follows: (1) supervise, review the risk management in areas such as credit, market, liquidity, operation, compliance, information technology and reputation, and to examine regularly the relevant risk profile reports; (2) review the Bank's risk management policy, condition, ability and level regularly; (3) give suggestions on improving the Bank's risk management and internal control; (4) decide on the strategy of overall risk management, confirm the overall risk limits and formulate suitable risk management procedure and measures; (5) formulate the Bank's strategy, policy and target in protecting consumers' rights, to listen to the senior management's special report on protection of consumers' rights regularly and submit the reports to the Board for consideration;	**Article 178** The major responsibilities of the Risk Management and Consumer Rights Protection Committee are as follows: (1) supervise, review the risk management in areas such as credit, market, liquidity, operation, compliance, information technology and reputation, and to examine regularly the relevant risk profile reports; (2) review the Bank's risk management policy, condition, ability and level regularly; (3) give suggestions on improving the Bank's risk management and internal control; (4) decide on the strategy of overall risk management, confirm the overall risk limits and formulate suitable risk management procedure and measures; (5) formulate the Bank's strategy, policy and target in protecting consumers' rights, **study major problems and important policies of consumer rights protection and convene meetings regularly,** to listen to the senior management's special report on protection of consumers' rights regularly and submit the reports to the Board for consideration;

No.	Current Articles	Amended Articles
	(6) to perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.	**(6) guide and supervise the establishment and refinement of the management system for the protection of consumer rights, and ensure that the provisions of relevant regulations are compatible with the Bank's corporate governance, corporate culture building and business development strategy;** **(7) supervise the comprehensiveness, timeliness and effectiveness of the works of senior management and department of consumer rights protection in accordance with regulatory requirements and the strategies, policies, target implementation and work performance of consumer rights protection;** **(8) studying annual audit reports, regulatory circulars and internal assessment results related to consumer rights protection as well as urging senior management and relevant departments to take remedy actions to the issues identified in a timely manner;** (**9**~~6~~) to perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.
48	**Article 178** The major responsibilities of the Remuneration Committee are as follows: (1) formulate the remuneration plan, management systems and structure of the Bank and submit the same to the Board for consideration;	**Article 180** The major responsibilities of the Remuneration Committee are as follows: (1) formulate the remuneration plan, management systems and structure of the Bank and submit the same to the Board for consideration;

No.	Current Articles	Amended Articles
	(2) make recommendations to the Board on the Bank's policy and structure for all directors' and senior management's remuneration, submit the recommendations to the Board for consideration and oversee the policy implementation; (3) study appraisal criteria for directors and members of senior management, to organize regular performance appraisal for directors and members of senior management, and to submit the appraisal results to the Board; (4) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment, and make recommendations to the Board; (5) to review and approve the compensation in connection with dismissal or removal of directors for their misconduct and make recommendations to the Board; (6) ensure that no director or any of their associates is involved in deciding their own performance appraisal and remuneration, except for the self-assessment section in their performance appraisal; (7) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.	(2) make recommendations to the Board on the Bank's policy and structure for all directors' and senior management's remuneration, submit the recommendations to the Board for consideration and oversee the policy implementation; (3) study appraisal criteria for directors and members of senior management, to organize regular performance appraisal for directors and members of senior management, and to submit the appraisal results to the Board; (4) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment, and make recommendations to the Board; (5) to review and approve the compensation in connection with dismissal or removal of directors for their misconduct and make recommendations to the Board; (6) ensure that no director or any of their associates is involved in deciding their own performance appraisal and remuneration, except for the self-assessment section in their performance appraisal; **(7) to review and/or approve the matters relating to the Share Scheme under Chapter 17 of the Hong Kong Listing Rules;** (~~7~~8) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, these Articles and as authorized by the Board.

No.	Current Articles	Amended Articles
49	**Article 180** The major responsibilities of the Information Technology Committee are as follows: (1) study and formulate the IT strategy of the Bank and submit the same to the Board for consideration; (2) regularly review the overall effectiveness of the operation of IT of the Bank, the implementation progress of the IT strategy and its major projects; (3) advise and supervise the development and management of IT system by senior management and other administrative departments, and to identify, measure and control the risk of IT; (4) listen to or review the Bank's IT risk management report, business continuity management report, and IT specific audit report and make recommendations; (5) perform other duties required by the law, administrative regulations, department rules, regulatory documents, the Articles and as authorized by the Board.	**Article 182** The major responsibilities of the **Network Security and** Information Technology Committee are as follows: (1) study and formulate the **network security plan and** IT strategy of the Bank and submit the same to the Board for consideration; (2) regularly review the overall effectiveness of the operation of IT of the Bank, the implementation progress of the **network security plan and** IT strategy and its major projects; (3) advise and supervise the **monitoring and handling of network security, and the** development and management of IT system by senior management and other administrative departments, and to identify, measure and control the risk of IT; (4) listen to or review the Bank's IT risk management report, **network security work report,** business continuity management report **and** IT specific audit report and make recommendations; (5) perform other duties required by the law, administrative regulations, department rules, regulatory documents, the Articles and as authorized by the Board.
50	**Article 188** Under the Bank's system, the president is responsible under the leadership of the Board of Directors. The Bank shall have 1 president and several vice presidents, and may appoint other members of senior management. The president and secretary to the Board shall be appointed or dismissed by the Board. Vice presidents and other members of senior management shall be nominated by the president and appointed or dismissed by the Board.	**Article 190** Under the Bank's system, the president is responsible under the leadership of the Board of Directors. The Bank shall have 1 president and several vice presidents, and may appoint other members of senior management. The president and secretary to the Board shall be appointed or dismissed by the Board**, and the chairman of the Board of Directors shall not concurrently serve as the president of the Bank**. Vice presidents and other members of senior management shall be nominated by the president and appointed or dismissed by the Board.

No.	Current Articles	Amended Articles
51	New insertion	**Article 206 The Board of Supervisors shall perform the following duties and obligations:** **(1) to attend the meeting of the Board of Directors, and to raise queries or proposals on the matters to be resolved;** **(2) to attend the meeting of the Board of Supervisors on time, to fully review the matters to be resolved by the Board of Supervisors, and to give independent, professional and objective opinions, and to cast votes independently at their prudent discretion;** **(3) to be responsible for the resolutions of the Board of Supervisors meetings;** **(4) to actively participate in relevant trainings organized by the Bank and regulatory authorities, to understand the rights and obligations of supervisors, to familiarize with relevant laws and regulations, and to perpetuate their professional knowledge and competence essential to performing their duties;** **(5) to assume fiduciary and due diligence obligations to the Bank, to be diligent and prudent and to ensure sufficient time and efforts in performing their duties;** **(6) Supervisors shall actively participate in the supervision and examination activities organized by the Board of Supervisors, and have the right to conduct investigations and obtain evidence independently in accordance with law, and raise queries and put forward supervisory opinions based on facts;** **(7) other duties and obligations as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and these Articles.**

No.	Current Articles	Amended Articles
52	**Article 204** Any supervisors shall attend at least two-thirds of the meetings of the Board of Supervisors in person each year.....	**Article 207** Any supervisor shall attend **more than** two-thirds of the **physical** meetings of the Board of Supervisors in person each year. .....
53	**Article 205** The supervisors shall ensure the truthfulness, accuracy and completeness of the information disclosed by the Bank.	**Article 208** Supervisors shall ensure **a timely and fair disclosure of information,** and ensure the truthfulness, accuracy and completeness of the information disclosed by the Bank**, and sign written confirmation opinions on the securities issuance documents and regular reports in compliance with relevant requirements of the jurisdictions where the Bank's shares are listed**.
54	**Article 218** The Board of Supervisors is the internal supervisory organization of the Bank and is responsible for the shareholders' general meeting. The Board of Supervisors shall have the following duties and powers: (1) to supervise the performance by the Board of Directors and members of senior management of their duties; (2) to supervise the conduct of directors and members of senior management in their performance at the Bank, and to propose the removal of such directors and members of senior management violating the laws, administrative regulations, these Articles or the resolutions of the shareholders' general meeting; (3) to require directors and members of senior management to rectify any acts which are detrimental to the interests of the Bank; (4) to conduct exit audits for directors and members of senior management when necessary;	**Article 221** The Board of Supervisors is the internal supervisory organization of the Bank and is responsible for the shareholders' general meeting. The Board of Supervisors shall have the following duties and powers: (1) ~~to supervise the performance by the Board of Directors and members of senior management of their duties;~~ **to supervise the Board of Directors in establishing a sound business philosophy and normative values and formulating the development strategies which are in line with the Bank's situation, and to assess whether the Bank's development strategies are scientific, rational and sound and to prepare an assessment report;** (2) to supervise the conduct of directors and members of senior management in their performance at the Bank, and to propose the removal of such directors and members of senior management violating the laws, administrative regulations, these Articles or the resolutions of the shareholders' general meeting; (3) to require directors and members of senior management to rectify any acts which are detrimental to the interests of the Bank; (4) to conduct exit audits for directors and members of senior management when necessary;

No.	Current Articles	Amended Articles
	(5) to inspect and supervise the financial activities of the Bank;	(5) to inspect and supervise the financial activities of the Bank;
	(6) to carry out supervisory inspections on matters such as the business decision-making, risk management and internal controls of the Bank, and to supervise the rectification of mistakes;	(6) to carry out supervisory inspections on matters such as the business decision-making, risk management and internal controls of the Bank, and to supervise the rectification of mistakes;
	(7) to make enquiries towards the directors, the chairman of the Board of Directors and other members of the senior management;	(7) to make enquiries towards the directors, the chairman of the Board of Directors and other members of the senior management;
	(8) to propose convening extraordinary general meeting, and to convene and preside over the shareholders' general meeting when the Board of Directors fails to perform this duty in accordance with the Company Law or these Articles;	(8) to propose convening extraordinary general meeting, and to convene and preside over the shareholders' general meeting when the Board of Directors fails to perform this duty in accordance with the Company Law or these Articles;
	(9) to attend the meetings of the Board of Directors;	(9) to attend the meetings of the Board of Directors;
	(10) to raise proposals before shareholders' general meeting;	(10) to raise proposals before shareholders' general meeting;
	(11) to examine the financial information such as financial reports, business reports, and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the Bank's operations, and to engage professionals from accountant firms or law firms etc. if necessary to assist its duties at the expenses of the Bank;	(11) to examine the financial information such as financial reports, business reports, and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the Bank's operations, and to engage professionals from accountant firms or law firms etc. if necessary to assist its duties at the expenses of the Bank;
	(12) to initiate legal proceedings against directors and members of senior management according to the provisions of the Company Law;	(12) to initiate legal proceedings against directors and members of senior management according to the provisions of the Company Law;

No.	Current Articles	Amended Articles
	(13) to make proposals regarding the remuneration (or allowance) of the supervisors; (14) to examine the regular reports of the Bank prepared by the Board of Directors and issue its opinions of examination in writing; (15) to exercise any powers conferred by the laws, administrative regulations, departmental rules, the regulatory documents, these Articles or the shareholders' general meetings.	(13) to make proposals regarding the remuneration (or allowance) of the supervisors; (14) to examine the regular reports of the Bank prepared by the Board of Directors and issue its opinions of examination in writing; **(15) to supervise the selection procedures of directors;** **(16) to supervise the implementation status of the Bank's remuneration management system, and whether the remuneration plan for senior management are scientific and reasonable;** ~~(15)~~**(17)** to exercise any powers conferred by the laws, administrative regulations, departmental rules, the regulatory documents, these Articles or the shareholders' general meetings.
55	**Article 230** Voting at a meeting of the Board of Supervisors shall be by open ballot voting or by way of a show of hands. Each supervisor shall have one vote for resolutions. Unless the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and these Articles provide stipulations to the contrary, a resolution at the Board of Supervisors' meeting shall be adopted if it is approved by two-thirds of all supervisors.	**Article 233** A resolution at the meeting of the Board of Supervisors ~~shall be by open ballot voting or by way of a show of hands~~ **may be made by voting at a physical meeting or by submitting written resolutions.** Each supervisor shall have one vote for resolutions. Unless the laws, administrative regulations, departmental rules, the regulations of the relevant regulatory authorities and these Articles provide stipulations to the contrary, a resolution at the Board of Supervisors' meeting shall be adopted if it is approved by two-thirds of all supervisors.

No.	Current Articles	Amended Articles
56	**Article 233** Minutes shall be taken to record the decisions of the matters discussed at the meeting. Supervisors attending the meetings shall sign the meeting minutes. Supervisors attending the meeting shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes. As the Bank's files, the minutes of the Board of Supervisors' meetings shall be kept by the Bank for a period of not less than 10 years.	**Article 236** Minutes shall be taken to record the decisions of the matters discussed at the meeting. Supervisors attending the meetings shall sign the meeting minutes. Supervisors attending the meeting shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes. As the Bank's files, the minutes of the Board of Supervisors' meetings shall be kept **permanently** by the Bank ~~for a period of not less than 10 years~~.
57	**Article 256** The Bank shall submit its annual financial report to the securities regulatory authority of the State Council and the stock exchange within 4 months after the end of each financial year, submit its interim financial report to local office of the securities regulatory authority of the State Council and the stock exchange within 2 months after the end of the first 6 months of each financial year, and submit its quarterly financial report to local office of the securities regulatory authority of the State Council and the stock exchange within 1 month after the end of the first 3 months and first 9 months of each financial year. Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.	**Article 259** The Bank shall submit its annual financial report to the securities regulatory authority of the State Council and the stock exchange within 4 months after the end of each financial year, submit **and disclose** its interim ~~financial~~ report to local office of the securities regulatory authority of the State Council and the stock exchange within 2 months after ~~the end of the first 6 months~~ **the end of the first half** of each financial year~~, and submit its quarterly financial report to local office of the securities regulatory authority of the State Council and the stock exchange within 1 month after the end of the first 3 months and first 9 months of each financial year~~. Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.

No.	Current Articles	Amended Articles
58	**Article 265** .....(ii) Conditions for and ratio of cash dividend distribution: In general, no cash dividends shall be paid to the shareholders for any year in which the Bank's capital adequacy ratio falls below the minimum standard required by the regulatory authorities of the PRC. Provided that the capital adequacy ratio meets the regulatory requirements, the Bank may pay cash dividends for each of the years with realized profits which, after recovery of losses and withdrawal to the statutory reserve fund and general reserve, payment of dividends to preferred shareholders in accordance with applicable laws, remain positive and distributable. The profit to be distributed by the Bank to the ordinary shareholders in cash each year shall be no less than 20% of the distributable profits contributable to the ordinary shareholders of the Bank for the year. The specific ratio of cash dividend distribution each year shall be set by the Bank in accordance with the requirements of the relevant laws, regulations, regulatory documents and these Articles and based on its business operations, and then shall be considered and approved at the general meetings of the Bank.	**Article 268** .....(ii) Conditions for and ratio of cash dividend distribution: In general, no cash dividends shall be paid to the shareholders for any year in which the Bank's capital adequacy ratio falls below the minimum standard required by the regulatory authorities of the PRC. Provided that the capital adequacy ratio meets the regulatory requirements, the Bank may pay cash dividends for each of the years with realized profits which, after recovery of losses and withdrawal to the statutory reserve fund and general reserve, payment of dividends to preferred shareholders in accordance with applicable laws, remain positive and distributable. The profit to be distributed by the Bank to the ordinary shareholders in cash each year shall be no less than 20% of the distributable profits contributable to the ordinary shareholders of the Bank for the year. The specific ratio of cash dividend distribution each year shall be set by the Bank in accordance with the requirements of the relevant laws, regulations, regulatory documents and ~~these~~**the** Articles and based on its business operations, and then shall be considered and approved at the general meetings of the Bank. .....

No.	Current Articles	Amended Articles
	(iv) The Board of Directors of the Bank shall take into full account various factors, including features of the industries where the Bank operates, the stage of its development, its own business model, profitability and whether there are significant capital expenditure arrangements, to distinguish the following situations from each other and put forward differentiated cash dividend policies in accordance with the procedures provided under these Articles; ……	(iv) The Board of Directors of the Bank shall take into full account various factors, including features of the industries where the Bank operates, the stage of its development, its own business model, profitability and whether there are significant capital expenditure arrangements, to distinguish the following situations from each other and put forward differentiated cash dividend policies in accordance with the procedures provided under ~~these~~**the** Articles; ……
	(7) The Bank shall disclose in detail the formulation and implementation of cash dividend distribution policy in its annual reports, and clarify whether the policy is in compliance with these Articles or the resolutions of general meetings, whether the dividend distribution standards and ratios are explicit enough, whether relevant decision-making procedures and system are tried and true, whether the independent directors have performed their duties and played their full role, whether the minority shareholders have adequate opportunities to voice their opinions and requests, whether the legitimate rights and interests of the minority shareholders are duly protected, etc. Where the Bank makes adjustments or changes to its cash dividend distribution policy, it shall explain in detail as to whether the conditions and procedures for such adjustment or change are transparent and in compliance with regulations.	(7) The Bank shall disclose in detail the formulation and implementation of cash dividend distribution policy in its annual reports, and clarify whether the policy is in compliance with these Articles or the resolutions of general meetings, whether the dividend distribution standards and ratios are explicit enough, whether relevant decision-making procedures and system are tried and true, whether the independent directors have performed their duties and played their full role, whether the minority shareholders have adequate opportunities to voice their opinions and requests, whether the legitimate rights and interests of the minority shareholders are duly protected, etc. Where the Bank makes adjustments or changes to its cash dividend distribution policy, it shall explain in detail as to whether the conditions and procedures for such adjustment or change are transparent and in compliance with regulations.

No.	Current Articles	Amended Articles
59	**Article 279** Where a notice of the Bank is delivered by hand, the recipient shall acknowledge receipt by signing (or sealing) the delivery receipt, and the date on which the recipient signs the delivery receipt shall be the delivery date; where a notice of the Bank is sent by mail, the delivery date shall by 48 hours after such notice is delivered to the post office; where a notice of the Bank is sent out by fax or email or published on websites, the date of sending or publishing the notice shall be the delivery date; where a notice is given by way of announcement, the date on which the announcement is first published shall be the delivery date. Where a notice is given by way of announcement, once the announcement is published, all persons concerned shall be deemed to have received the notice.	**Article 282** Where a notice of the Bank is delivered by hand, the recipient shall acknowledge receipt by signing (or sealing) the delivery receipt, and the date on which the recipient signs the delivery receipt shall be the delivery date; where a notice of the Bank is sent by mail, the delivery date shall be 48 hours after such notice is delivered to the post office; where a notice of the Bank is sent out by fax or email or published on websites, the date of sending or publishing the notice shall be the delivery date; where a notice is given by way of announcement, the date on which the announcement is first published shall be the delivery date **and such announcement shall be posted on the website of the stock exchange and on the media that meet the requirements stipulated by securities regulatory authorities of the jurisdiction in which the Bank's shares are listed**. Where a notice is given by way of announcement, once the announcement is published, all persons concerned shall be deemed to have received the notice.
60	**Article 282** The Bank shall send announcements and disclose information to the shareholders of A shares in newspapers and websites for information disclosure specified by the laws, administrative regulations or relevant domestic regulatory authorities. Where announcements are to be sent to the shareholders of H-shares in accordance with these Articles, then relevant announcements shall, at the same time, be published in the methods specified by the Hong Kong Listing Rules.	**Article 285** The Bank shall send announcements and disclose information to the shareholders of A shares ~~in newspapers and websites for information disclosure specified by the laws, administrative regulations or relevant domestic regulatory authorities.~~ **on the website of the stock exchange and the media that meet the requirements stipulated by securities regulatory authority of the State Council.** Where announcements are to be sent to the shareholders of H-shares in accordance with these Articles, then relevant announcements shall, at the same time, be published in the methods specified by the Hong Kong Listing Rules.

No.	Current Articles	Amended Articles
61	**Article 311** Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: …… (7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding five percent (5%) or more of the shares of the Bank in accordance with the Securities Law of the People's Republic of China and relevant regulations;……	**Article 314** Only votes of ordinary shares and votes of preference shares with restored voting rights shall be counted when calculating the proportion of shares and the amount of shares held by the shareholders in the event of the following: …… (7) identifying the ten largest shareholders of the Bank and the number of shares held by them and the shareholder(s) holding five percent (5%) or more of the shares of the Bank in accordance with the Securities Law ~~of the People's Republic of China~~ and relevant regulations; ……
62	**Article 316** Interpretation (1) The "controlling shareholder(s)" herein shall refer to the person(s) satisfying any of the following conditions: (i) the person may elect more than half of the directors when acting alone or in concert with others; (ii) the person may exercise or control the exercise of more than 30% of the total voting shares of the Bank when acting alone or in concert with others; (iii) the person holds more than 30% of the total voting shares of the Bank when acting alone or in concert with others; (iv) the person may de facto control the Bank in any other manner when acting alone or in concert with others.	**Article 319** Interpretation (1) The "controlling shareholder(s)" herein shall refer to the person(s) satisfying any of the following conditions: (i) the person may elect more than half of the directors when acting alone or in concert with others; (ii) the person may exercise or control the exercise of more than 30% of the total voting shares of the Bank when acting alone or in concert with others; (iii) the person holds more than 30% of the total voting shares of the Bank when acting alone or in concert with others; (iv) the person may de facto control the Bank in any other manner when acting alone or in concert with others.

No.	Current Articles	Amended Articles
	The term "acting in concert" herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation). (2) "De facto controller" means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements. (3) "Related relation" means the relation between the controlling shareholder, actual controller, directors, supervisors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related relation merely because they are both controlled by the State. (4) "Substantial shareholders" herein means the shareholders who hold or control more than 5%of the shares or voting rights of the Bank, or hold less than 5% of total capital or total number of shares of the Bank but have a significant impact upon the operations and management of the Bank.	The term "acting in concert" herein means two or more persons who, by way of agreement (whether verbal or written), cooperation or related party relationships or other lawful means, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention and other such situations, but excluding open proxy solicitation). (2) "De facto controller" means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements. (3) "Related relation" means the relation between the controlling shareholder, actual controller, directors, supervisors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related relation merely because they are both controlled by the State. (4) "Substantial shareholders" herein means the shareholders who hold or control more than 5%of the shares or voting rights of the Bank, or hold less than 5% of total capital or total number of shares of the Bank but have a significant impact upon the operations and management of the Bank.

No.	Current Articles	Amended Articles
	The term "significant impact" in the preceding paragraph shall include, but not limited to, the nomination of directors, supervisors or senior management to the Bank, affection of the Bank's financial, operation and management decisions through agreements or other means, and other circumstances identified by the banking regulatory authority of the State Council or its local offices.	The term "significant impact" in the preceding paragraph shall include, but not limited to, the nomination of directors, supervisors or senior management to the Bank, affection of the Bank's financial, operation and management decisions through agreements or other means, and other circumstances identified by the banking regulatory authority of the State Council or its local offices.
	(5) "Cumulative voting system" means that when electing directors or supervisors at a general meeting, each ordinary share (including preference shares with restored voting rights) shall have the same number of votes as the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be used cumulatively. The Board shall make an announcement to the shareholders concerning the biographies and general information of the candidates for directors and supervisors.	(5) "Cumulative voting system" means that when electing directors or supervisors at a general meeting, each ordinary share (including preference shares with restored voting rights) shall have the same number of votes as the number of directors or supervisors to be elected, and the voting rights owned by the shareholders may be used cumulatively. The Board shall make an announcement to the shareholders concerning the biographies and general information of the candidates for directors and supervisors.
	(6) The "total voting shares" in these Articles shall only include the total number of ordinary shares and preference shares with the restored voting rights.	(6) The "total voting shares" in these Articles shall only include the total number of ordinary shares and preference shares with the restored voting rights.
	(7) Unless otherwise specified herein, "share(s)", "share certificate(s)" and "H share(s)" in Chapters 3 to 14, Chapter 16 of these Articles shall refer to ordinary share(s), ordinary share certificate(s) and ordinary H share(s), and "shareholder(s)" shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter15 of these Articles.	(7) Unless otherwise specified herein, "share(s)", "share certificate(s)" and "H share(s)" in Chapters 3 to 14, Chapter 16 of these Articles shall refer to ordinary share(s), ordinary share certificate(s) and ordinary H share(s), and "shareholder(s)" shall refer to ordinary shareholders. Special matters relating to preference shares are set out separately in Chapter15 of these Articles.

No.	Current Articles	Amended Articles
		(8) The "corporate governance mechanism fails" in these Articles shall include, but not limited to: the failure of the Board to be constituted for more than one consecutive year; the failure of the Board to make effective resolutions due to prolonged conflicts among the directors of the Bank and the failure of the Board to resolve the matter through a general meeting; the failure of the Bank to convene a general meeting for more than one consecutive year; the failure to reach the percentage of votes required by the law or these Articles in voting at the general meeting and the failure to pass effective resolutions at the general meeting for more than one consecutive year; the failure to approve a proposal for capital increase required by insufficient capital adequacy or solvency; the failure of the existing corporate governance mechanism of the Bank to function properly resulting in serious difficulties in the operation and management of the Bank; and other circumstances as determined by the regulatory authorities. **(9) "Physical meetings" in these Articles refers to meetings held on-site or by means of video or voice call that can ensure instant communication and discussion among the participants.** **(10) "Circulating written resolutions" in these Articles refers to a meeting method in which resolutions are made on proposal by separately serving it for consideration or by circulating it for consideration.**

No.	Current Articles	Amended Articles
63	**Article 317** The Articles shall be written in Chinese and English, and both versions are equally authoritative. Should there be any inconsistency, the latest Chinese version approved and registered by Shandong (PRC) Administration for Industry and Commerce shall prevail.	**Article 320** The Articles shall be written in Chinese and English, and both versions are equally authoritative. Should there be any inconsistency, the latest Chinese version **filed with** ~~approved and registered by Shandong (PRC) Administration for Industry and Commerce~~ **the market regulation authorities** shall prevail.

Note: As a result of insertion of Article, numbering of the original Articles of the Articles of Association has been adjusted and hence those cross-referenced Articles have been adjusted accordingly, which are not showed separately.

COMPARISON CHART OF THE AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS OF BANK OF QINGDAO CO., LTD.

No.	Existing Articles	Amended Articles
1	**Article 1** For the purpose of standardizing the organization and activities of shareholders' general meetings of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), enhancing procedural efficiency of the meeting, protecting legitimate rights of shareholders, ensuring the meeting to exercise its functions and powers legally and ensuring legitimacy and effectiveness of meeting procedures and content of resolutions, these rules (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 the "Company Law"), the Securities Law of the People's Republic of China, the Commercial Banking Law of the People's Republic of China, the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies Listing Abroad, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Guidelines on Corporate Governance of Commercial Banks as well as other relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association"), with reference to actual conditions of the Bank.	**Article 1** For the purpose of standardizing the organization and activities of shareholders' general meetings of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), enhancing procedural efficiency of the meeting, protecting legitimate rights of shareholders, ensuring the meeting to exercise its functions and powers legally and ensuring legitimacy and effectiveness of meeting procedures and content of resolutions, these rules (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 the "Company Law"), the Securities Law of the People's Republic of China **(hereinafter referred to as the "Securities Law")**, the Commercial Banking Law of the People's Republic of China, the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies Listing Abroad**, the Codes of Corporate Governance for Listed Companies, the Listing Rules of the Shenzhen Stock Exchange,** the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited **(hereinafter referred to as the "Hong Kong Listing Rules")** ~~and the Guidelines on Corporate Governance of Commercial Banks~~**, the Codes of Corporate Governance for Banking and Insurance Institutions, and the Rules of Procedures for the Shareholders' General Meetings of Listed Companies** as well as other relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association"), with reference to actual conditions of the Bank.

No.	Existing Articles	Amended Articles
2	**Article 7** When a shareholders' general meeting is being held, the Bank shall engage lawyers to give opinions as to the matters set out below: (1) whether the procedures for convening and holding the meeting are in compliance with the laws and regulations and these Articles of Association; (2) whether the qualifications of the attendees and convener are legal and valid; (3) whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid; (4) legal opinions on other relevant issues as requested by the Bank. The agenda and proposals of the shareholders' general meeting shall be arranged legally, fairly and reasonably by the Board of Directors to ensure sufficient discussion for each proposal that is being made in general meetings.	**Article 7** When a shareholders' general meeting is being held, the Bank shall engage lawyers to **observe the meeting,** give **legal** opinions **and make announcements** as to the matters set out below: (1) whether the procedures for convening and holding the meeting are in compliance with the laws and regulations and these Articles of Association; (2) whether the qualifications of the attendees and convener are legal and valid; **(3) the number of shareholders and shareholders' authorized proxies attending the shareholders' general meeting, and the number of shares they hold;** **(4)**~~(3)~~ whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid; **(5) abstention from voting by relevant shareholders. Provided that other shareholders are identified as those who shall abstain from voting after the dispatch of notice of the general meeting, the legal opinion shall disclose the relevant reasons in detail and issue clear opinions on its** legitimacy and **compliance;** **(6) in the case of any violation of the** provisions of paragraphs 1 and 2 **of Article 63 of the Securities Law, a clear opinion shall be issued on whether the exclusion of votes casted by the relevant shareholders from the total number of shares with voting rights at the general meeting is legal and compliant, and whether the voting results are legal and compliant;**

No.	Existing Articles	Amended Articles
		(7) except for the proposals for the election of directors and supervisors by way of cumulative voting, the number of shares voted for, against or abstained from voting for each proposal and its proportion to the total number of shares with valid voting rights attending the meeting and whether the proposals are approved. As for proposals for the election of directors and supervisors by way of cumulative voting, the number of votes each candidate received, whether he/she was elected, and whether the voting results of the general meeting are legal and valid; **(48)** legal opinions on other relevant issues as requested by the Bank. The agenda and proposals of the shareholders' general meeting shall be arranged legally, fairly and reasonably by the Board of Directors to ensure sufficient discussion for each proposal that is being made in general meetings.
3	**Article 8** The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: (1) to decide on the business policies and investment plans of the Bank; (2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors; (3) to examine and approve reports made by the Board of Directors;	**Article 8** The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law: (1) to decide on the business policies and investment plans of the Bank; (2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors; (3) to examine and approve reports made by the Board of Directors;

No.	Existing Articles	Amended Articles
	(4) to examine and approve reports made by the Board of Supervisors; (5) to examine and approve the proposed annual financial budgets and final accounts of the Bank; (6) to examine and approve the Bank's plan for profit distribution and tax loss carryforward; (7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital; (8) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank; (9) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm; (10) to amend these Articles of Association; (11) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing; (12) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank or any guarantee with an amount exceeding 30% of its total assets within one year; (13) to consider and approve the changes in use of raised proceeds; (14) to consider any share incentive scheme;	(4) to examine and approve reports made by the Board of Supervisors; (5) to examine and approve the proposed annual financial budgets and final accounts of the Bank; (6) to examine and approve the Bank's plan for profit distribution and tax loss carryforward; (7) to adopt resolutions concerning the increase or reduction in the Bank's registered capital; (8) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank; (9) to decide on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm **which conduct regular statutory audits on the Bank's financial reports**; (10) to amend these Articles of Association; **to consider and approve the rules of procedures for the shareholders' general meetings, the Board of Directors and the Board of Supervisors;** (11) to adopt resolutions regarding the issuance of corporate bonds or other securities and listing; (12) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Bank or the guarantee on **any non-commercial banking business** ~~guarantee~~ with an amount exceeding 30% of its **latest audited total assets** ~~total assets~~ within one year; (13) to consider and approve the changes in use of raised proceeds; (14) to consider any share incentive scheme **and employee share ownership scheme**;

No.	Existing Articles	Amended Articles
	(15) to examine and approve or authorized the Board of Directors to examine and approve the establishment of the Bank's legal entities, major mergers and acquisitions, major external investments and major asset write-off, as well as material asset acquisitions and disposal, and external guarantees etc. apart from those mentioned in item (12) above that shall be submitted to a shareholders' general meeting for consideration in accordance with the laws, administrative regulations, departmental rules, the provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed, these Articles of Association and other internal rules; (16) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the "Proposing Shareholders"); (17) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; (18) to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association.	(15) to examine and approve or authorized the Board of Directors to examine and approve the establishment of the Bank's legal entities, ~~major~~ mergers and acquisitions, ~~major~~ external investments and ~~major~~ asset write-off, as well as ~~material~~ asset acquisitions and disposal, and the guarantee on any **non-commercial banking business** ~~external~~, etc. apart from those mentioned in item (12) above that shall be submitted to a shareholders' general meeting for consideration in accordance with the laws, administrative regulations, departmental rules, the provisions stipulated by the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed, these Articles of Association and other internal rules; (16) to examine and approve proposals raised by shareholders who individually or jointly hold 3% or more of the total voting shares of the Bank (the "Proposing Shareholders"); (17) to decide on the issuance of preference shares; to decide or authorize the Board of Directors to decide any matters in relation to the preference shares issued by the Bank, including but not limited to redemption, conversion and payment of dividends; **(18) to adopt the resolution on the acquisition of shares of the Bank;** ~~(18)~~**(19)** to examine other issues which should be decided by the shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association.

No.	Existing Articles	Amended Articles
4	**Article 9** The matters are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meetings. If it is necessary, reasonable and legal, the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If these Articles of Association require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles of Association require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.	**Article 9** The matters are within the shareholders' general meeting's scope of authority and shall be examined and decided by the shareholders' general meetings. If it is necessary, reasonable ~~and~~, legal, **and compliant,** the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific. If these Articles of Association require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles of Association require that matters to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.
5	**Article 16** When the Requesting Shareholders request to convene an extraordinary general meeting, they shall act in compliance with the following procedures: …… If the Board of Supervisors fails to issue notice of the shareholders' general meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting, and the shareholders who individually or in aggregate holding 10% or more of the Company's total voting shares for at least 90 consecutive days (the "Convening Shareholders") may convene and preside over the meeting.	**Article 16** When the Requesting Shareholders request to convene an extraordinary general meeting, they shall act in compliance with the following procedures: …… If the Board of Supervisors fails to issue notice of the shareholders' general meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the extraordinary general meeting, and the shareholders who individually or in aggregate holding 10% or more of the ~~Company's~~ **Bank's** total voting shares for at least 90 consecutive days (the "Convening Shareholders") may convene and preside over the meeting.

No.	Existing Articles	Amended Articles
6	**Article 17** If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed with local offices the banking regulatory authority and the securities regulatory authority of the State Council, the stock exchange and other relevant regulatory authorities of the place in which the Bank is operating. The notice to be announced after that shall comply with the following requirements: …… The Board of Supervisors or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated, subsidiaries of the securities regulatory authorities of the State Council, stock exchanges and other relevant regulatory authorities when the Board of Supervisors or the Convening Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.	**Article 17** If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing and the relevant documents shall be filed **in accordance with relevant requirements of** ~~with~~ local offices the banking regulatory authority **of the place in which the Bank is operating, the securities regulatory authorities of the place where shares of the Bank are listed and the stock exchange** ~~the securities regulatory authority of the State Council, the stock exchange and other relevant regulatory authorities of the place in which the Bank is operating~~. The notice to be announced after that shall comply with the following requirements: …… The Board of Supervisors or the Requesting Shareholders shall submit the relevant evidentiary materials to the banking regulatory authority in the jurisdiction in which the Bank is situated, ~~subsidiaries of the securities regulatory authorities of the State Council~~, **the stock exchanges where shares of the Bank are listed** and other relevant regulatory authorities when the Board of Supervisors or the Convening Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.

No.	Existing Articles	Amended Articles
7	**Article 23** When the Bank is to convene a shareholders' general meeting, the Bank shall notify the shareholders of the matters to be considered at the meeting and the date and venue of the meeting by way of announcement 20 Hong Kong business days before the meeting, and to convene an extraordinary general meeting, the Bank shall notify the shareholders by way of announcement 10 Hong Kong business days or 15 days (whichever is earlier) before the meeting.	**Article 23** When the Bank is to convene a**n annual** shareholders' general meeting, the Bank shall notify the shareholders of the matters to be considered at the meeting and the date and venue of the meeting by way of announcement 20 ~~Hong Kong business~~ days before the meeting, and to convene an extraordinary general meeting, the Bank shall notify the shareholders by way of announcement ~~10 Hong Kong business days or~~ 15 days ~~(whichever is earlier)~~ before the meeting. **If the securities regulatory authorities at the place where shares of the Bank are listed have provisions on a longer notice period for shareholders' general meetings, such provisions shall be applicable.**
8	**Article 27** Unless otherwise provided by these Rules, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders who are entitled to attend the shareholders' general meeting (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of domestic shares, the notice of a shareholders' general meeting may be in form of an announcement. The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority of the State Council. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.	**Article 27** Unless otherwise provided by these Rules, the notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders who are entitled to attend the shareholders' general meeting (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders. For holders of **A** ~~domestic~~ shares, the notice of a shareholders' general meeting may be in form of an announcement. The aforesaid announcement shall be published **on the website of the stock exchanges and media met the requirements specified by the securities regulatory authority at the place where shares of the Bank are listed** ~~of the State Council in one or more newspapers specified by the securities regulatory authority of the State Council~~. All holders of **A shares** ~~domestic shares~~ shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.

No.	Existing Articles	Amended Articles
9	**Article 53** A shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held. Each ordinary share (including preferred shares with restored voting rights) shall have one (1) vote. When the shareholders' general meeting considers matters that could affect the interests of minority investors, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The shares held by the Bank have no voting rights, and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. Where any shareholder is required to abstain from voting on any particular resolution or is restricted in how he votes (only for or against a particular resolution) in accordance with the requirements of the laws, administrative regulations and Hong Kong Listing Rules, any votes cast by such shareholder or their proxy in contravention of such requirements or restrictions shall not be counted towards the voting results. The Board of Directors, independent directors and shareholders of the Bank who meet the relevant requirements may solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Bank shall not impose any minimum shareholding limitation for soliciting voting rights.	**Article 53** A shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights held. **In addition to the voting by way of cumulative voting mechanism**, **a shareholder shall have one (1) vote for every share held by him.** ~~Each ordinary share (including preferred shares with restored voting rights) shall have one (1) vote.~~ When the shareholders' general meeting considers matters that could affect the interests of minority investors, the votes by minority investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The shares held by the Bank have no voting rights, and that part of the shareholding is not counted towards the total number of shares with voting rights that is held by shareholders attending the meeting. **If a shareholder purchases the voting shares of the Bank in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not exercise voting rights within 36 months after the purchase and not be included in the total number of shares with voting rights attending the general meeting.** ~~Where any shareholder is required to abstain from voting on any particular resolution or is restricted in how he votes (only for or against a particular resolution) in accordance with the requirements of the laws, administrative regulations and Hong Kong Listing Rules, any votes cast by such shareholder or their proxy in contravention of such requirements or restrictions shall not be counted towards the voting results.~~

No.	Existing Articles	Amended Articles
		The Board of Directors, independent directors and ~~shareholders of the Bank who meet the relevant requirements~~ **shareholders holding 1% or more of shares with voting rights or investor protection institutions, which are established in accordance with laws, administrative regulations or the provisions of the China Securities Regulatory Commission,** may solicit voting rights from other shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. **Except for statutory conditions, t**~~T~~he Bank shall not impose any minimum shareholding limitation for soliciting voting rights. **Where any shareholder is required to abstain from voting on any particular resolution or is restricted in how he votes (only for or against a particular resolution) in accordance with the requirements of the laws, administrative regulations and Hong Kong Listing Rules, any votes cast by such shareholder or their proxy in contravention of such requirements or restrictions shall not be counted towards the voting results.**
10	**Article 55** The following matters shall be resolved by way of an ordinary resolution: ..... (6) the appointment and dismissal of an accounting firm;	**Article 55** The following matters shall be resolved by way of an ordinary resolution: ..... (6) the appointment and dismissal of an accounting firm **which conduct regular statutory audits of the Bank's financial reports**; .....

No.	Existing Articles	Amended Articles
11	**Article 56** The following matters shall be resolved by way of a special resolution: (1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities; (2) the issuance of bonds of the Bank or other marketable securities and listing; (3) purchase or disposal of material assets by the Bank or any guarantee of an amount exceeding 30% of its latest audited total assets within one year; (4) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank; (5) amendments to these Articles of Association; (6) repurchase of the Bank's shares; (7) share incentive scheme; (8) any other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution.	**Article 56** The following matters shall be resolved by way of a special resolution: (1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities; (2) the issuance of bonds of the Bank or other marketable securities and listing; (~~4~~**3**) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank; (~~5~~4) amendments to these Articles of Association; **(5) amendments to the rules of procedures for the shareholders' general meetings of the Bank, the rules of procedures for the Board of Directors and the rules of procedures for the Board of Supervisors;** (~~3~~6) purchase or disposal of material assets by the Bank or any **non-commercial banking business** guarantee of an amount exceeding 30% of its latest audited total assets within one year; (~~6~~**7**) repurchase of the Bank's shares; (~~7~~**8**) share incentive scheme; **(9) the dismissal of independent directors;** **(10) the reorganization of material assets;** **(11) spin-off of subsidiaries for listing;**

No.	Existing Articles	Amended Articles
		(12) the shareholders' general meeting resolves to withdraw the listing of shares on their own initiative, and decides whether its shares will no longer be traded on the stock exchange, or to apply for trading or transfer on other trading venues; (~~8~~**13**) any other matters which are required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank and should therefore be adopted by a special resolution. **The contents in items (11) and (12) shall be approved by more than two-thirds of the voting rights held by the shareholders presenting at the shareholders' general meeting, and shall be approved by more than two-thirds of the voting rights held by other shareholders presenting at the meeting (excluding Directors, supervisors, senior management of the Bank and shareholders individually or jointly holding more than 5% of shares of the Bank).**

No.	Existing Articles	Amended Articles
12	**Article 61** The special voting procedures at a shareholders' general meeting for class shareholders shall not apply in the following cases: (1) upon the approval by way of a special resolution adopted by a shareholders' general meeting, the Bank independently or simultaneously issues domestically-listed shares and overseas-listed shares every 12 months, provided that the number of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class; (2) the Bank's plan on issuing domestic shares and overseas-listed shares at the time of incorporation, which shall be completed within 15 months upon the date of approval from the securities regulatory authority of the State Council; (3) Shareholders holding domestically-listed shares of the Bank convert their unlisted shares into overseas-listed foreign shares and trade them in overseas stock exchanges upon approval from the relevant regulatory authorities, such as the banking regulatory authorities and the securities regulatory authority of the State Council.	**Article 61 Apart from other classes of shareholders, the shareholders of domestically-listed shares and overseas-listed shares are deemed to be shareholders of different classes.** The special voting procedures at a shareholders' general meeting for class shareholders shall not apply in the following cases: (1) upon the approval by way of a special resolution adopted by a shareholders' general meeting, the Bank independently or simultaneously issues domestically-listed shares and overseas-listed shares every 12 months, provided that the number of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class; (2) the Bank's plan on issuing domestic shares and overseas-listed shares at the time of incorporation, which shall be completed within 15 months upon the date of **performance of relevant procedures by** ~~approval from~~ the securities regulatory authority of the State Council **or departments authorized by The State Council.** ~~(3) Shareholders holding domestically-listed shares of the Bank convert their unlisted shares into overseas-listed foreign shares and trade them in overseas stock exchanges upon approval from the relevant regulatory authorities, such as the banking regulatory authorities and the securities regulatory authority of the State Council.~~
13	**Article 69** Before a proposal is put to vote at a shareholders' general meeting, 2 representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has an material interest in the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.	**Article 69** Before a proposal is put to vote at a shareholders' general meeting, 2 representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has ~~an material interest in~~ **connections with** the matter to be considered, the shareholder and their proxy shall neither count the votes nor act as the scrutineer.

No.	Existing Articles	Amended Articles
14	**Article 79** The minutes of the shareholders' general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are the truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding online voting or via other methods shall be filed and persevered for at least 10 years. The Board of Directors shall submit the documents including the minutes and resolutions of the shareholders' general meeting to the banking regulatory authority of the State Council for record-keeping.	**Article 79** The minutes of the shareholders' general meeting may be made in the form of a summary or resolutions. The convener shall ensure that the minutes are the truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding online voting or via other methods shall be filed and persevered ~~for at least 10 years~~ **permanently**. The Board of Directors shall submit the documents including the minutes and resolutions of the shareholders' general meeting to the banking regulatory authority of the State Council for record-keeping.
15	**Article 87** These Rules shall be formulated and amended by the Board of Directors, and shall become effective from the date of listing of the domestic listed shares of the Bank on the stock exchange upon the approval of the ordinary resolution of the shareholders' general meeting. The original Rules of Procedure of the Board of Directors of the Bank shall automatically become invalid upon the effective date of these Rules. Amendments to these Rules shall be implemented after consideration and approval by an ordinary resolution of the shareholders' general meeting.	**Article 87** These Rules shall be formulated and amended by the Board of Directors, ~~and shall become effective from the date of listing of the domestic listed shares of the Bank on the stock exchange upon the approval of the ordinary resolution of the shareholders' general meeting. The original Rules of Procedure of the Board of Directors of the Bank shall automatically become invalid upon the effective date of these Rules. Amendments to these Rules~~ **and** shall be implemented after consideration and approval by ~~an ordinary~~ **a special** resolution of the shareholders' general meeting.

COMPARISON CHART ON THE AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS OF BANK OF QINGDAO CO., LTD.

No.	Existing Articles	Amended Articles
1	**Article 1** For the purpose of standardizing the methods and procedures of meetings of the Board of Directors of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), enhancing efficiency of the meetings, and protecting the Board of Directors to exercise its functions and powers legally on an independent, standard and effective basis, these rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, the Commercial Banking Law of the People's Republic of China, the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies Listing Abroad, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Guidelines on Corporate Governance of Commercial Banks as well as other relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association").	**Article 1** For the purpose of standardizing the methods and procedures of meetings of the Board of Directors of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank"), enhancing efficiency of the meetings, and protecting the Board of Directors to exercise its functions and powers legally on an independent, standard and effective basis, these rules are formulated in accordance with the Company Law of the People's Republic of China ~~(hereinafter referred to as the "Company Law")~~, the Securities Law of the People's Republic of China, the Commercial Banking Law of the People's Republic of China, the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, **the Code of Corporate Governance for Listed Companies**, the Mandatory Provisions for Articles of Association of Companies Listing Abroad, **the Stock Listing Rules of the Shenzhen Stock Exchange**, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**hereinafter referred to as the "Hong Kong Listing Rules**"), and **the Corporate Governance Guidelines for Banking and Insurance Institutions**~~the Guidelines on Corporate Governance of Commercial Banks~~ as well as other relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association").

No.	Existing Articles	Amended Articles
2	**Article 5** The Board of Directors shall perform the following duties: (1) convene and report at shareholders' general meetings; (2) implement shareholder resolutions; (3) to decide on the Bank's business plans and investment plans; (4) make decisions on the Bank's operational development strategies and supervise the implementation of such development strategies; (5) formulate the Bank's annual financial budgets and final accounts; (6) formulate the Bank's proposals on profit distribution and loss tax loss carryforward; (7) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities; (8) formulate plans for significant acquisitions, repurchase of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank; (9) decide on matters within the scope authorized at a shareholders' general meeting on the establishment of legal entities, mergers and acquisitions, external investments, asset acquisitions, asset disposals, asset write-off, external guarantees and related party/connected transactions, etc.;	**Article 5** The Board of Directors shall perform the following duties: (1) convene and report at shareholders' general meetings; (2) implement shareholder resolutions; (3) to decide on the Bank's business plans and investment plans; (4) ~~make decisions on~~ **formulate** the Bank's operational development strategies and supervise the implementation of such development strategies; (5) formulate the Bank's annual financial budgets and final accounts; (6) formulate the Bank's proposals on profit distribution and loss tax loss carryforward; (7) formulate proposals on the increase or reduction of the Bank's registered capital and the issue and listing of corporate bonds and other securities; (8) formulate plans for significant acquisitions, **purchase** ~~repurchase~~ of the Bank's shares, or merger, division or dissolution or other change in corporate form of the Bank; (9) decide on matters within the scope authorized at a shareholders' general meeting on the establishment of legal entities, mergers and acquisitions, external investments, asset acquisitions, asset disposals, asset write-off, **assets mortgage, non-commercial banking business** ~~external~~ guarantees, ~~and~~ related party/connected transactions**, entrusted wealth management, external donations and data governance,** etc.;

No.	Existing Articles	Amended Articles
	(10) decide on the establishment of the Bank's internal management entities; (11) appoint or remove the Bank's president and secretary to the Board of Directors; appoint or remove the members of the Bank's senior management including the executive vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment; (12) formulate the basic management systems of the Bank; (13) formulate amendments to these Articles of Association, and the procedures of shareholders' general meetings and the Board of Directors; (14) be responsible for the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the Bank's accounting and financial statements; (15) propose at a shareholders' general meeting the engagement, dismissal or discontinuance of engagement of an accounting firm; (16) evaluate regularly and improve continuously the corporate governance of the Bank; (17) listen to the president's work report and inspect the president's work; (18) other rights conferred by the laws, administrative regulations, departmental rules, regulatory documents or these Articles of Association and the shareholders' general meetings. The Board of Directors of the Bank shall firstly take the opinions from the Party Committee into account when deciding on material issues.	(10) decide on the establishment of the Bank's internal management entities; (11) appoint or remove the Bank's president and secretary to the Board of Directors; appoint or remove the members of the Bank's senior management including the executive vice president and chief financial officer in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment; (12) formulate the basic management systems of the Bank; (13) formulate ~~amendments to~~ **the plan for amendment to** these Articles of Association~~, and~~**; formulate** the procedures of shareholders' general meetings and the Board of Directors, **and consider and approve the working rules for special committees of the Board of Directors**; (14) be responsible for the disclosure of information of the Bank and take ultimate responsibility for the truthfulness, accuracy, completeness and timeliness of the Bank's accounting and financial statements; (15) propose at a shareholders' general meeting the engagement~~,~~ **or** dismissal ~~or discontinuance of engagement~~ of an accounting firm **that conducts regular statutory audits of the Bank's financial reports**; (16) evaluate regularly and improve continuously the corporate governance of the Bank; (17) listen to the president's work report and inspect the president's work; **(18) formulate capital planning of the Bank, and assume the ultimate responsibility for capital or solvency management**;

No.	Existing Articles	Amended Articles
		(19) formulate the Bank's risk tolerance, risk management and internal control policies, and assume ultimate responsibility for overall risk management; **(20) protect the legitimate interests of financial consumers and other interested parties;** **(21) establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular the substantial shareholders;** **(22) take responsibility for the management of the affairs of the shareholders;** ~~(18~~23) other rights conferred by the laws, administrative regulations, departmental rules, regulatory documents or these Articles of Association and the shareholders' general meetings. The Board of Directors of the Bank shall firstly take the opinions from the Party Committee into account when deciding on material issues.
3	**Article 7** The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of asset, asset mortgage, external guarantee matters, entrusted wealth management and related party transactions, and establish strict examination and policy-making procedures. It shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects and asset disposals, and submit a report of the same to the shareholders for approval.	**Article 7** The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of asset, asset mortgage, **non-commercial banking business** ~~external~~ guarantee matters, entrusted wealth management, related party transactions **and external donations**, and establish strict examination and policy-making procedures. It shall arrange for the assessment and examination by relevant experts and professionals of substantial investment projects ~~and asset disposals~~, and submit a report of the same to the shareholders for approval. .....

No.	Existing Articles	Amended Articles
4	**Article 13** The Board of Directors shall establish the Audit Committee, the Related Party Transactions Control Committee, Risk Management and Consumer Rights Protection Committee, Strategy Committee, Remuneration Committee, Nomination Committee and Information Technology Committee. The Board of Directors may establish other committees and adjust the existing committees when necessary.	**Article 13** The Board of Directors shall establish the Audit Committee, the Related Party Transactions Control Committee, Risk Management and Consumer Rights Protection Committee, Strategy Committee, Remuneration Committee, Nomination Committee and **Cybersecurity and** Information Technology Committee. The Board of Directors may establish other committees and adjust the existing committees when necessary.
5	**Article 14** Each committee shall have at least 3 members, and every member of the Board committees shall be a Director. A chairman shall be appointed to each Board committee to take charge of convening the activities of the Board committee. The chairman of the Related Party Transactions Control Committee, Audit Committee, Remuneration Committee and Nomination Committee shall be served by an independent director, and independent directors shall form the majority of these four committees. Directors appointed as a person-in-charge for the Audit Committee, Related Party Transactions Control Committee and Risk Management and Consumer Rights Protection Committee shall work in the Bank no less than 25 working days each year.	**Article 14** Each committee shall have at least 3 members, and every member of the Board committees shall be a Director. A chairman shall be appointed to each Board committee to take charge of convening the activities of the Board committee. **The chairman of the Audit Committee shall be an accounting professional, and its members shall possess professional knowledge and working experience in at least one professional area, e.g. finance, audit, accounting or law**. The chairman of the Related Party Transactions Control Committee, Audit Committee, Remuneration Committee and Nomination Committee shall be served by an independent director, and independent directors shall form the majority of these four committees. **Principally, no less than one-third of members of the Risk Management and Consumer Rights Protection Committee shall be independent directors. Chairman**~~Directors~~ appointed as a chairman for the Audit Committee, Related Party Transactions Control Committee and Risk Management and Consumer Rights Protection Committee shall work in the Bank no less than **20** ~~25~~ working days each year.

No.	Existing Articles	Amended Articles
6	**Article 16** The major responsibilities of the Audit Committee are as follows: (1) make recommendations on the appointment or replacement of the accounting firms as auditors of the Bank;	**Article 16** The major responsibilities of the Audit Committee are as follows: (1) make recommendations on the appointment or replacement of the accounting firms as auditors **that conducts regular statutory audits of financial reports** of the Bank;
7	**Article 18** The major responsibilities of the Risk Management and Consumer Rights Protection Committee are as follows: (1) supervise, review the risk management in areas such as credit, market, liquidity, operation, compliance, information technology and reputation, and to examine regularly the relevant risk profile reports; (2) review the Bank's risk management policy, condition, ability and level regularly; (3) give suggestions on improving the Bank's risk management and internal control; (4) decide on the strategy of overall risk management, confirm the overall risk limits and formulate suitable risk management procedure and measures; (5) formulate the Bank's strategy, policy and target in protecting consumers' rights, to listen to the senior management's special report on protection of consumers' rights regularly and submit the reports to the Board of Directors for consideration; (6) to perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, these Articles of Association and as authorized by the Board of Directors.	**Article 18** The major responsibilities of the Risk Management and Consumer Rights Protection Committee are as follows: (1) supervise, review the risk management in areas such as credit, market, liquidity, operation, compliance, information technology and reputation, and to examine regularly the relevant risk profile reports; (2) review the Bank's risk management policy, condition, ability and level regularly; (3) give suggestions on improving the Bank's risk management and internal control; (4) decide on the strategy of overall risk management, confirm the overall risk limits and formulate suitable risk management procedure and measures; (5) formulate the Bank's strategy, policy and target in protecting consumers' rights, **review the major issues and important policies for consumer interests protection, and regularly convene meetings** to ~~regularly~~ listen to the senior management's special report on protection of consumers' rights regularly and submit the reports to the Board for consideration; **(6) guide and oversee the establishment and enhancement of consumer rights protection management system to ensure that the relevant policies are consistent with corporate governance, corporate culture development and operational development strategy;**

No.	Existing Articles	Amended Articles
		(7) supervise the comprehensiveness, timeliness and effectiveness of the works conducted by the senior management and consumer interests protection department based on the regulatory requirements as well as the implementation of strategies, policies and objectives of consumer interests protection and the relevant work progress; **(8) review the audit reports, supervision circulars, internal assessment results, etc., relating to consumer interests protection for the year, and supervise senior management and relevant departments to timely implement the issues found in the rectification;** ~~(6)~~ **(9)** to perform other duties required by the laws, administrative regulations, departmental rules, regulatory documents, these Articles Association and as authorized by the Board of Directors.
8	**Article 20** The major responsibilities of the Remuneration Committee are as follows: (1) formulate the remuneration plan, management systems and structure of the Bank and submit the same to the Board for consideration; (2) make recommendations to the Board on the Bank's policy and structure for all directors' and senior management's remuneration, submit the recommendations to the Board for consideration and oversee the policy implementation; (3) study appraisal criteria for directors and members of senior management, to organize regular performance appraisal for directors and members of senior management, and to submit the appraisal results to the Board;	**Article 20** The major responsibilities of the Remuneration Committee are as follows: (1) formulate the remuneration plan, management systems and structure of the Bank and submit the same to the Board for consideration; (2) make recommendations to the Board on the Bank's policy and structure for all directors' and senior management's remuneration, submit the recommendations to the Board for consideration and oversee the policy implementation; (3) study appraisal criteria for directors and members of senior management, to organize regular performance appraisal for directors and members of senior management, and to submit the appraisal results to the Board;

No.	Existing Articles	Amended Articles
	(4) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment, and make recommendations to the Board; (5) to review and approve the compensation in connection with dismissal or removal of directors for their misconduct and make recommendations to the Board; (6) ensure that no director or any of their associates is involved in deciding their own performance appraisal and remuneration, except for the self-assessment section in their performance appraisal; (7) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, these Articles of the Bank and as authorized by the Board.	(4) review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment, and make recommendations to the Board; (5) to review and approve the compensation in connection with dismissal or removal of directors for their misconduct and make recommendations to the Board; (6) ensure that no director or any of their associates is involved in deciding their own performance appraisal and remuneration, except for the self-assessment section in their performance appraisal; **(7) review and/or approve the matters relating to the Share Scheme under Chapter 17 of the Hong Kong Listing Rules;** (~~7~~**8**) perform other duties required by the law, administrative regulations, departmental rules, regulatory documents, these Articles of the Bank and as authorized by the Board.

No.	Existing Articles	Amended Articles
9	**Article 22** The major responsibilities of the Information Technology Committee are as follows: (1) study and formulate the IT strategy of the Bank and submit the same to the Board of Directors for consideration; (2) regularly review the overall effectiveness of the operation of IT of the Bank, the implementation progress of the IT strategy and its major projects; (3) advise and supervise the development and management of IT system by senior management and other administrative departments, and to identify, measure and control the risk of IT; (4) listen to or review the Bank's IT risk management report, business continuity management report, and IT specific audit report and make recommendations; (5) perform other duties required by the law, administrative regulations, department rules, regulatory documents, the Articles of the Bank and as authorized by the Board of Directors.	**Article 22** The major responsibilities of the **Cybersecurity and** Information Technology Committee are as follows: (1) study and formulate the **cybersecurity planning and** IT strategy of the Bank and submit the same to the Board for consideration; (2) regularly review the overall effectiveness of the operation of IT of the Bank, the implementation progress of the **cybersecurity planning and** IT strategy and its major projects; (3) advise and supervise **monitoring and disposal of cybersecurity**, the development and management of IT system by senior management and other administrative departments, and to identify, measure and control the risk of IT; (4) listen to or review the Bank's IT risk management report, **cybersecurity work report**, business continuity management report, and IT specific audit report and make recommendations; (5) perform other duties required by the law, administrative regulations, department rules, regulatory documents, the Articles and as authorized by the Board Directors.

No.	Existing Articles	Amended Articles
10	**Article 27** The chairman shall convene and preside over an extraordinary meeting within 10 days of receiving such a proposal under the following circumstances: ..... (4) it is proposed by more than half of the independent directors (at least 2);	**Article 27** The chairman shall convene and preside over an extraordinary meeting within 10 days of receiving such a proposal under the following circumstances: ..... (4) it is proposed by ~~more than half~~ **at least 2** of the independent directors ~~(at least 2)~~; .....
11	**Article 29** Board meetings may be convened in the form of a on-site meeting or telephone conference, video conference and the adoption of written resolutions, etc. A telephone conference or video conference shall be deemed as an on-site meeting.	**Article 29** Board meetings may be convened in the form of a physical meeting ~~or telephone conference, video conference~~ and the adoption of written resolutions etc. ~~A telephone conference or video conference shall be deemed as an on-site meeting.~~ **The term "on-site meeting "as mentioned in the Article refers to a meeting held by means of on-site, video, telephone, etc. to make sure that participants can communicate and discuss in a timely manner.** .....

No.	Existing Articles	Amended Articles
12	**Article 43** Directors shall attend Board meetings in person. If a director cannot attend a meeting due to certain reasons, he/she may appoint another director in writing to attend on his/her behalf. The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization and the validity period, and shall be signed by the appointer or a chop shall be affixed. A director attending a meeting on another director's behalf shall exercise director's rights within the scope of authorization. If a director does not attend the Board meeting and fails to appoint a proxy to attend the meeting, it shall be deemed as a waiver of their voting right at such a meeting.	**Article 43** Directors shall attend Board meetings in person. If a director cannot attend a meeting due to certain reasons, he/she may appoint another director in writing to attend on his/her behalf, **however, an independent director shall not authorize any non-independent director to attend on his/her behalf**. The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization and the validity period, and shall be signed by the appointer or a chop shall be affixed. A director attending a meeting on another director's behalf shall exercise director's rights within the scope of authorization. If a director does not attend the Board meeting and fails to appoint a proxy to attend the meeting, it shall be deemed as a waiver of their voting right at such a meeting. **In principle, a director shall not accept authorization from more than two directors who cannot attend the meeting in person. When related party transactions are considered, a non-related director shall not appoint a related director to attend the meeting on his/her behalf.**

No.	Existing Articles	Amended Articles
13	**Article 48** Independent directors shall give objective, impartial and independent opinions on the matters discussed at shareholders' general meetings and Board meetings, and shall in particular give opinions on the following matters: (1) nomination, appointment and dismissal of the directors; (2) appointment and dismissal of senior management members; (3) remuneration of the directors and senior management of the Bank; (4) the legality and fairness of significant related party transactions; (5) matters deemed by the independent directors as such that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interest in the Bank; (6) profit distribution plans; (7) matters that may cause significant losses of the Bank; (8) appointment and dismissal of external auditor; (9) the effect of the issuance of preference shares on the rights and interests of every class of shareholders;	**Article 48** Independent directors shall give objective, impartial and independent opinions on the matters discussed at shareholders' general meetings and Board meetings, and shall in particular give opinions on the following matters: (1) nomination, appointment and dismissal of the directors; (2) appointment and dismissal of senior management members; (3) remuneration of the directors and senior management of the Bank; (4) ~~the legality and fairness of~~ significant related party transactions; ~~(5) matters deemed by the independent directors as such that may impair the legitimate rights and interests of the depositors and minority shareholders of the Bank and other persons who have interest in the Bank;~~ (~~6~~**5**)profit distribution plans; (~~7~~**6**) matters that may cause significant losses of the Bank; (~~8~~**7**) **appointment and dismissal of the accounting firms that conducts regular statutory audits of financial reports of the Bank**~~appointment and dismissal of external auditor~~; (~~9~~**8**) the effect of the issuance of preference shares on the rights and interests of every class of shareholders;

No.	Existing Articles	Amended Articles
	(10) any other matters as required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association. Independent directors shall give opinion on the above mentioned matters in one of the following manner: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.	**(9) other matters that may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers;** (10) any other matters as required by the laws, administrative regulations, departmental rules, regulatory documents and these Articles of Association. Independent directors shall give opinion on the above mentioned matters in one of the following manner: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.
14	**Article 52** Unless otherwise provided in these Articles or other relevant laws and regulations, resolutions adopted at the Board meeting must be approved by more than half of the directors. Directors or any of his/her close associates (as defined in the Hong Kong Listing Rules) who are related with any enterprise involved in the matter to be resolved by the Board meeting or has any material interest in the matters to be discussed by the Board meeting, resolutions of the Board of Directors shall be adopted by more than half of the directors without material interest in the matter to be resolved.	**Article 52** Unless otherwise provided in these Articles or other relevant laws and regulations, resolutions adopted at the Board meeting must be approved by more than half of the directors. Directors or any of his/her close associates (as defined in the Hong Kong Listing Rules) who are related with any enterprise involved in the matter to be resolved by the Board meeting or has any material interest in the matters to be discussed by the Board meeting, resolutions of the Board of Directors shall be adopted by more than half of the directors without material interest in the matter to be resolved. **The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by the adoption of written resolutions:** **(1) increase or reduction of the registered capital of the Bank, issue and listing of corporate bonds or other securities of the Bank;**

No.	Existing Articles	Amended Articles
	The following matters shall be approved by two-thirds or more of all directors at a meeting of the Board of Directors which shall not be convened by circulation of written resolution: profit distribution plan, risk capital distribution plan, major investment and major asset disposal plans, appointment or dismissal of senior management members, any matters which are required by the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association, and any matter which are decided by more than half of the directors to have a material effect on the Bank.	**(2) merger, division, dissolution, or other change in corporate form of the Bank;** **(3) amendments to these Articles of Association;** **(4) profit distribution and allocation of venture capital;** **(5) remuneration package;** **(6) major investment and major asset disposal;** **(7) appointment or dismissal of members of senior management;** **(8) plans for capital replenishment;** **(9) significant matters such as significant changes in the Bank's equity and financial restructuring, etc.;** **(10) other matters required by laws, administrative regulations, departmental rules, regulatory documents or these Articles of Association, or considered significant to the Bank by more than half of all directors that shall be approved and adopted by more than two-thirds of all directors.**

No.	Existing Articles	Amended Articles
		~~The following matters shall be approved by two-thirds or more of all directors at a meeting of the Board of Directors which shall not be convened by circulation of written resolution: profit distribution plan, risk capital distribution plan, major investment and major asset disposal plans, appointment or dismissal of senior management members, any matters which are required by the laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association, and any matter which are decided by more than half of the directors to have a material effect on the Bank.~~
15	**Article 61** Archives of Board meetings include notices of meeting, meeting documents, attendance book, powers of attorney for proxy, meeting recordings and videos, votes, meeting minutes signed by the attending Directors and records of the resolutions, etc., which shall be kept by the office of the Board of Directors. Archives of Board meetings shall be kept for at least 10 years.	**Article 61** Archives of Board meetings include notices of meeting, meeting documents, attendance book, powers of attorney for proxy, meeting recordings and videos, votes, meeting minutes signed by the attending Directors and records of the resolutions, etc., which shall be kept by the office of the Board of Directors. Archives of Board meetings shall be kept ~~for at least 10 years~~ **permanently**. **The Bank shall record the onsite meetings of the Board of Directors by means of audio and video recording**.
16	**Article 65** These Rules shall be formulated and amended by the Board of Directors, and shall become effective from the date of listing of the domestic listed shares of the Bank on the stock exchange upon the approval of the ordinary resolution of the shareholders' general meeting. The original Rules of Procedure of the Board of Directors of the Bank shall automatically become invalid upon the effective date of these Rules. Amendments to these Rules shall be implemented after consideration and approval by an ordinary resolution of the shareholders' general meeting.	**Article 65** These Rules shall be formulated and amended by the Board of Directors, ~~and shall become effective from the date of listing of the domestic listed shares of the Bank on the stock exchange upon the approval of the ordinary resolution of the shareholders' general meeting. The original Rules of Procedure of the Board of Directors of the Bank shall automatically become invalid upon the effective date of these Rules. Amendments to these Rules~~ **and** shall be implemented after consideration and approval by ~~an ordinary~~ **a special** resolution of the shareholders' general meeting.

COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS OF BANK OF QINGDAO CO., LTD.

No.	Existing Articles	Amended Articles
1	**Article 1** For the purpose of defining functions and powers of the Board of Supervisors of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank") and standardizing its organisational activities and operating procedures, these rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, the Commercial Banking Law of the People's Republic of China, the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies Listing Abroad, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Guidelines on Corporate Governance of Commercial Banks, the Code of Governance for Listed Companies and the Work Guidance for the Board of Supervisors of Commercial Banks as well as other relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association"), with reference to actual conditions of the Bank.	**Article 1** For the purpose of defining functions and powers of the Board of Supervisors of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Bank") and standardizing its organisational activities and operating procedures, these rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China, the Commercial Banking Law of the People's Republic of China, the Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies Listing Abroad, **the Stock Listing Rules of the Shenzhen Stock Exchange,** the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, ~~the Guidelines on Corporate Governance of Commercial Banks,~~ **Corporate Governance Guidelines for Banking and Insurance Institutions, the Code of Governance for Listed Companies,** the Work Guidance for the Board of Supervisors of Commercial Banks and **the Work Guidelines for the Supervisory Committee of Listed Companies** as well as other relevant laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Bank of Qingdao Co., Ltd. (hereinafter referred to as the "Articles of Association"), with reference to actual conditions of the Bank.

No.	Existing Articles	Amended Articles
2	**Article 7** The Board of Supervisors is the internal supervisory organization of the Bank and is responsible for the shareholders' general meeting. The Board of Supervisors shall have the following functions and powers: (1) to supervise the performance of duties by the Board of Directors and senior management members; (2) to supervise the conduct of directors and senior management members in their performance of duties at the Bank, and to propose removal of any directors and senior management members violating the laws, administrative regulations, the Articles of Association or the resolutions of the shareholders' general meeting; (3) to require directors and senior management members to rectify any acts which are detrimental to the interests of the Bank; (4) to conduct exit audits for directors and senior management members when necessary; (5) to inspect and supervise the financial activities of the Bank; (6) to carry out supervisory inspections on matters such as business decision-making, risk management and internal controls of the Bank, and to supervise the rectification of mistakes;	**Article 7** The Board of Supervisors is the internal supervisory organization of the Bank and is responsible for the shareholders' general meeting. The Board of Supervisors shall have the following functions and powers: (1) ~~to supervise the performance of duties by the Board of Directors and senior management members;~~ **to supervise the Board of Directors on the establishment of stable business ideas, value criteria and formulation of development strategies in line with the current situation of the Bank, and to evaluate the scientificity, reasonableness and soundness of the Bank's development strategy and form an evaluation report;** (2) to supervise the conduct of directors and senior management members in their performance of duties at the Bank, and to propose removal of any directors and senior management members violating the laws, administrative regulations, the Articles of Association or the resolutions of the shareholders' general meeting; (3) to require directors and senior management members to rectify any acts which are detrimental to the interests of the Bank; (4) to conduct exit audits for directors and senior management members when necessary; (5) to inspect and supervise the financial activities of the Bank;

No.	Existing Articles	Amended Articles
	(7) to make enquiries towards the directors, the chairman of the Board of Directors and other senior management members; (8) to propose convening extraordinary general meeting, and to convene and preside over the shareholders' general meeting when the Board of Directors fails to perform such duty in accordance with the Company Law or the Articles of Association; (9) to attend the meetings of the Board of Directors as non-voting participants; (10) to make proposals to shareholders' general meeting; (11) to examine the financial information such as financial reports, business reports, and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the Bank's operations, and to engage professional institutions such as accounting firms and law firms to assist in its work at costs of the Bank when necessary; (12) to initiate legal proceedings against directors and senior management members according to the provisions of the Company Law; (13) to make proposals regarding the remuneration (or allowance) of the supervisors;	(6) to carry out supervisory inspections on matters such as business decision-making, risk management and internal controls of the Bank, and to supervise the rectification of mistakes; (7) to make enquiries towards the directors, the chairman of the Board of Directors and other senior management members; (8) to propose convening extraordinary general meeting, and to convene and preside over the shareholders' general meeting when the Board of Directors fails to perform such duty in accordance with the Company Law or the Articles of Association; (9) to attend the meetings of the Board of Directors as non-voting participants; (10) to make proposals to shareholders' general meeting; (11) to examine the financial information such as financial reports, business reports, and profit distribution plans proposed to be submitted to the shareholders' general meeting by the Board of Directors, to conduct investigations if there are any doubts or irregularities in relation to the Bank's operations, and to engage professional institutions such as accounting firms and law firms to assist in its work at costs of the Bank when necessary;

No.	Existing Articles	Amended Articles
	(14) to examine the regular reports of the Bank prepared by the Board of Directors and issue its opinions of examination in writing; (15) other functions and powers conferred by the laws, administrative regulations, departmental rules, regulatory documents, the Articles of Association or the shareholders' general meetings.	(12) to initiate legal proceedings against directors and senior management members according to the provisions of the Company Law; (13) to make proposals regarding the remuneration (or allowance) of the supervisors; (14) to examine the regular reports of the Bank prepared by the Board of Directors and issue its opinions of examination in writing; **(15) to supervise the selection and appointment procedures of directors;** **(16) to supervise the implementation of the compensation management systems and the scientific and rational nature of the compensation plan of senior management;** ~~(15)~~**(17)** other functions and powers conferred by the laws, administrative regulations, departmental rules, regulatory documents, the Articles of Association or the shareholders' general meetings.
3	**Article 23** Meetings of the Board of Supervisors may be convened in the form of an on-site meeting or telephone conference, video conference and the adoption of written resolutions, etc. A telephone conference or video conference shall be deemed as an on-site meeting.	**Article 23** Meetings of the Board of Supervisors may be convened in the form of an on-site meeting ~~or telephone conference, video conference~~ and the adoption of written resolutions, etc. ~~A telephone conference or video conference shall be deemed as an on-site meeting.~~

No.	Existing Articles	Amended Articles
	Where a meeting is convened by telephone conference or video conference, the Board of Supervisors shall ensure that the attending Supervisors can hear clearly from and communicate with each other. A meeting of the Board of Supervisors convened by such means shall be recorded or taped.	**The term "on-site meeting "as mentioned in the Article refers to a meeting held by means of on-site, video, telephone, etc. to make sure that participants can communicate and discuss in a timely manner.** Where a meeting is convened by telephone conference or video conference, the Board of Supervisors shall ensure that the attending Supervisors can hear clearly from and communicate with each other. A meeting of the Board of Supervisors convened by such means shall be recorded or taped.
4	**Article 39** Voting at meetings of the Board of Supervisors shall be made by way of a show of hands or registered poll. Each supervisor shall have one vote for a resolution.	**Article 39** Voting at meetings of the Board of Supervisors shall be made **by two ways:** ~~show of hands or registered poll~~ **vote at an on-site meeting and the adoption of written resolutions**. Each supervisor shall have one vote for a resolution.
5	**Article 42** In a physical meeting and a meeting by video or telephone conferencing, the chairman shall announce the voting result immediately.	**Article 42** In a physical meeting ~~and a meeting by video or telephone conferencing~~, the chairman shall announce the voting result immediately.
6	**Article 48** Documents of meetings of the Board of Supervisors, including the notice, meeting materials, proxy forms, tape or video of the meetings, votes, minutes and resolutions signed by the attended supervisors shall be kept by the office of the Board of Supervisors. Documents of meeting of the Board of Supervisors shall be kept for at least ten years.	**Article 48** Documents of meetings of the Board of Supervisors, including the notice, meeting materials, proxy forms, tape or video of the meetings, votes, minutes and resolutions signed by the attended supervisors shall be kept by the office of the Board of Supervisors. Documents of meeting of the Board of Supervisors shall be kept ~~for at least ten years~~ **permanently**.

No.	Existing Articles	Amended Articles
7	**Article 54** These Rules shall be formulated and amended by the Board of Supervisors, and shall become effective from the date of listing of the domestic listed shares of the Bank on the stock exchange upon the approval of the ordinary resolution of the shareholders' general meeting. The original Rules of Procedure of the Board of Supervisors of the Bank shall automatically become invalid upon the effective date of these Rules. Amendments to these Rules shall be implemented after consideration and approval by an ordinary resolution of the shareholders' general meeting.	**Article 54** These Rules shall be formulated and amended by the Board of Supervisors, ~~and shall become effective from the date of listing of the domestic listed shares of the Bank on the stock exchange upon the approval of the ordinary resolution of the shareholders' general meeting. The original Rules of Procedure of the Board of Supervisors of the Bank shall automatically become invalid upon the effective date of these Rules. Amendments to these Rules~~ **and** shall be implemented after consideration and approval by ~~an ordinary~~ **a special** resolution of the shareholders' general meeting.

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BQD 青岛银行

Bank of Qingdao Co., Ltd.*

青島銀行股份有限公司*

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

(H Shares Stock Code: 3866)

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first extraordinary general meeting (the "**2023 First EGM**") of Bank of Qingdao Co., Ltd. (the "**Bank**") will be held at No. 6 Qinling Road, Laoshan District, Qingdao, Shandong Province, the People's Republic of China (the "**PRC**"), at 9:00 a.m. on Friday, 10 February 2023 for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution regarding the election of Mr. Wu Xianming as an executive director of the eighth session of the board of directors of Bank of Qingdao Co., Ltd.

2. To consider and approve the resolution on the election of Mr. Cheung Man Chor, Elton as an independent non-executive director of the eighth session of the board of directors of Bank of Qingdao Co., Ltd.

SPECIAL RESOLUTIONS

3. To consider and approve the resolution on the amendments to the Articles of Association of Bank of Qingdao Co., Ltd.

4. To consider and approve the resolution on the amendments to the Rules of Procedure for the Shareholders' General Meetings of Bank of Qingdao Co., Ltd.

5. To consider and approve the resolution on the amendments to the Rules of Procedure of the Board of Directors of Bank of Qingdao Co., Ltd.

6. To consider and approve the resolution on the amendments to the Rules of Procedure of the Board of Supervisors of Bank of Qingdao Co., Ltd.

By order of the Board
Bank of Qingdao Co., Ltd.*
Jing Zailun
Chairman

Qingdao, Shandong Province, the PRC
19 January 2023

As at the date of this notice, the board of directors of the Bank comprises Mr. Jing Zailun and Mr. Liu Peng as executive directors; Mr. Zhou Yunjie, Mr. Rosario Strano, Ms. Tan Lixia, Mr. Marco Mussita and Mr. Deng Youcheng as non-executive directors; Mr. Simon Cheung, Ms. Fang Qiaoling, Mr. Tingjie Zhang, Mr. Xing Lecheng and Mr. Zhang Xu as independent non-executive directors.

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

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all resolutions proposed at the meeting shall be voted by poll, except for those related to procedural or administrative matters to be voted by a show of hands as permitted by the chairman. Results of the poll voting will be published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.qdccb.com) as required by the Listing Rules.

2. **Closure of register of members and eligibility for attending and voting at the 2023 First EGM**

   H shareholders of the Bank are advised that the share register will be closed from Tuesday, 7 February 2023 to Friday, 10 February 2023 (both days inclusive). To be eligible for attending and voting at the 2023 First EGM, H shareholders of the Bank must deposit the transfer documents together with relevant share certificates and other appropriate documents at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Monday, 6 February 2023. Shareholders whose names appear on the register of members of the Bank on Tuesday, 7 February 2023 are entitled to attend and vote at the 2023 First EGM. Pursuant to the requirement of the articles of association of the Bank, where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the 2023 First EGM shall be subject to restrictions.

3. **Proxy**

   Any shareholder entitled to attend and vote at the 2023 First EGM is entitled to appoint one or more persons (whether such person is a shareholder of the Bank or not) as his/her proxy or proxies to attend and vote on his/her behalf at the 2023 First EGM. As far as all joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the share register of members has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares. In the case of joint shareholders, any one shareholder may sign the proxy form(s). In the event that more than one joint shareholder attends the meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the share register of members in respect of the joint shareholding.

   The appointment of a proxy must be in writing with a form under the hand of the appointer or his/her attorney duly authorized in writing. For a corporate appointer, the proxy form must be affixed with the common seal or signed by its director or attorney duly authorized in writing. To be valid, the instrument appointing a proxy together with the power of attorney or other authorization document (if any) or a notarially certified copy of that power of attorney or other authorization document must be completed and returned to the Bank's H share registrar (for H shareholder(s)) or the Bank's PRC registered office and principal place of business (for A shareholder(s)) not less than 24 hours before the designated time for the holding of the 2023 First EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude shareholders from attending and voting in person at the 2023 First EGM or at any adjournment if he/she so wishes.

4. **Others**

   (1) The 2023 First EGM is estimated to last no longer than a working day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling and accommodation expenses.

   (2) Address of Computershare Hong Kong Investor Services Limited:

   17M Floor, Hopewell Centre
   183 Queen's Road East, Wanchai
   Hong Kong
   Tel: (852) 2862 8555
   Fax: (852) 2865 0990

   Address of the PRC registered office and principal place of business of the Bank:

   Building No. 3, No. 6 Qinling Road
   Laoshan District
   Qingdao
   Shandong Province
   the PRC
   Tel: +86 40066 96588 ext. 6
   Fax: +86 (532) 8578 3866